

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1**REGISTRATION STATEMENT**Under
The Securities Act of 1933**ENVESTNET, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)**7389**
(Primary Standard Industry
Classification Code Number)**20-1409613**
(I.R.S Employer Identification No.)**35 East Wacker Drive, Suite 2400**
Chicago, Illinois 60601
(312) 827-2800(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)**Shelly O'Brien**
General Counsel
Envestnet, Inc.**35 East Wacker Drive, Suite 2400**
Chicago, Illinois 60601
(312) 827-2800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:**Edward S. Best**
Mayer Brown LLP
71 South Wacker Drive
Chicago, Illinois 60606
(312) 701-7100**Larry A. Barden**
Sidley Austin LLP
One South Dearborn
Chicago, Illinois 60603
(312) 853-7000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. : If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-190852If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. : If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering : **CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to Be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(3)
Common Stock \$0.005 par value per share	281,997	\$ 29.25	\$ 8,248,413	\$ 1,063
(1) Represents only the additional number of shares of common stock being registered and includes shares of common stock that may be sold upon exercise of the underwriters' option to purchase additional shares of common stock. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-1 (File No. 333-190852).				
(2) Based upon the public offering price.				
(3) The registrant has previously paid \$20,329.06 for the registration of \$149,040,000 of proposed maximum aggregate offering price in the filing of the Registration Statement on August 27, 2013 (File No. 333-190852).				

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-1 (File No. 333-190852) (the "Prior Registration Statement") filed by Envestnet, Inc. with the Securities and Exchange Commission (the "Commission") on August 27, 2013, as amended, which was declared effective by the Commission on October 10, 2013, are incorporated herein by reference. The contents of the Prior

Registration Statement, including the exhibits and power of attorney thereto, are hereby incorporated by reference.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate number of shares of common stock being offered by 245,215 (plus an addition 36,782 shares which may be sold in the event the underwriters exercise their overallotment option to purchase additional shares of the Registrant's common stock). All of the additional shares will be sold by entities associated with Upfront Ventures, f/k/a GRP Partners.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith

CERTIFICATION

The Registrant hereby certifies to the Commission that (i) it has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account as soon as practicable (but no later than the close of business on October 11, 2013), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during regular business hours on October 11, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on October 10, 2013.

ENVESTNET, INC.

By: /s/ Judson Bergman
 Judson Bergman
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on October 10, 2013.

<u>Signature</u>	<u>Title</u>
* _____ Judson Bergman	Chairman and Chief Executive Officer, Director (Principal Executive Officer)
* _____ Peter D'Arrigo	Chief Financial Officer (Principal Financial Officer)
* _____ Dale Seier	Senior Vice President, Finance (Principal Accounting Officer)
* _____ Ross Chapin	Director
* _____ Cynthia Egan	Director
* _____ Gates Hawn	Director
* _____ James Johnson	Director
* _____ Paul Koontz	Director
* _____ Charles Roame	Director
* _____ Yves Sisteron	Director

* By: /s/ Judson Bergman
 Judson Bergman, Attorney-in-Fact and Individually

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Page</u>
5.1	Opinion of Mayer Brown LLP (including consent of counsel)	
23.1	Consent of KPMG LLP	
23.2	Consent of BDO USA, LLP	
23.3	Consent of PricewaterhouseCoopers LLP	
23.4	Consent of Mayer Brown LLP (included in Exhibit 5.1 above).	
23.3	Power of Attorney (included on the signature page to Registration Statement No. 333-190852).	

MAYER • BROWN

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www.mayerbrown.com

October 10, 2013

Envestnet, Inc.
35 East Wacker Drive — Suite 2400
Chicago, Illinois 60606

Ladies and Gentlemen:

We have acted as counsel to Envestnet, Inc., a Delaware corporation (the “Company”) in connection with the preparation of the Registration Statement on Form S-1 (the “Registration Statement”), to be filed by the Company with the Securities and Exchange Commission (the “Commission”) on the date hereof pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the “Act”). The Registration Statement relates to, the registration of 281,997 shares of common stock of the Company, par value \$0.005 per share (the “Shares”), all of which will be offered and may be sold by certain stockholders (the “Selling Stockholders”) of the Company. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the “Prospectus”), other than as expressly stated herein.

In rendering the opinions expressed herein, we have examined (i) the Registration Statement; (ii) the Fifth Amended and Restated Certificate of Incorporation of the Company and all amendments thereto; (iii) the Amended and Restated Bylaws of the Company and all amendments thereto; and (iv) resolutions of the board of directors of the Company relating to the offering of the Shares. We have also examined such other documents and instruments and have made such further investigations as we have deemed necessary or appropriate in connection with this opinion.

In expressing the opinions set forth below, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document. As to all parties other than the Company, we have assumed the due authorization, execution and delivery of all documents and the validity and enforceability thereof against all parties thereto in accordance with their respective terms. We have also assumed that (i) the Registration Statement has become, and remains, effective under the Act; (ii) all of the Shares will be issued and sold in compliance with applicable federal and state laws and in the manner stated in the Registration Statement; (iii) a definitive underwriting and any other necessary agreement with respect to the Shares will have been duly authorized and validly executed and delivered by the parties thereto; and (iv) the Shares will be sold and delivered at the price and in accordance with the terms of such agreement and as set forth in the Registration Statement.

As to matters of fact (but not as to legal conclusions), to the extent we deemed proper, we have relied on certificates of responsible officers of the Company and of public officials.

Mayer Brown LLP operates in combination with other Mayer Brown entities with offices in Europe and Asia and is associated with Tauil & Chequer Advogados, a Brazilian law partnership.

Based upon and subject to the foregoing, and having regard for legal considerations which we deem relevant, we are of the opinion that:

- (i) the Company is validly existing as a corporation under the laws of the State of Delaware; and
- (ii) the Shares have been validly issued and are fully paid and non-assessable.

This opinion is limited to matters governed by the General Corporation Law of the State of Delaware (including the applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the General Corporation Law of the State of Delaware and such applicable provisions of the Delaware Constitution).

The opinions and statements expressed herein are as of the date hereof. We assume no obligation to update or supplement this opinion letter to reflect any facts or circumstances that may hereafter come to our attention or any changes in applicable law which may hereafter occur.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our name under the caption “Legal Matters” in the prospectus. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ MAYER BROWN LLP

ESB:

Consent of Independent Registered Public Accounting Firm**The Board of Directors
Envestnet, Inc.:**

We consent to the use of our reports dated June 14, 2013, with respect to the consolidated balance sheets of Envestnet, Inc. as of December 31, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2012, and the effectiveness of internal control over financial reporting as of December 31, 2012, incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report dated June 14, 2013, on the effectiveness of internal control over financial reporting as of December 31, 2012 expresses our opinion that Envestnet, Inc. did not maintain effective internal control over financial reporting as of December 31, 2012 because of the effect of a material weakness on the achievement of the objectives of the control criteria related to the ineffective controls over income tax accounting and disclosure.

Our report dated June 14, 2013, on the effectiveness of internal control over financial reporting as of December 31, 2012 also contains an explanatory paragraph that states that management excluded Tamarac, Inc. and Prima Capital Holding, Inc. from its assessment of the effectiveness of internal control over financial reporting as of December 31, 2012 because those entities were acquired by the Company in purchase business combinations in the second quarter of 2012.

/s/ KPMG LLP

Chicago, Illinois
October 8, 2013

Consent of Independent Registered Public Accounting Firm

Investnet, Inc.
Chicago, Illinois

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our report dated June 4, 2012, relating to the consolidated financial statements of Tamarac, Inc. as of December 31, 2011 and for the year then ended, which is incorporated by reference in that Prospectus.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Seattle, Washington
October 8, 2013

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Registration Statement on Form S-1 (No. 333-) and Registration Statements on Form S-8 (333-181071 and 333-169050) (the Registration Statements) of Envestnet, Inc. of our report dated June 18, 2013 relating to the abbreviated financial statements of Wealth Management Solutions, a business line of Prudential Investments LLC, which appears in the Current Report on Form 8-K/A of Envestnet, Inc. dated September 5, 2013. We also consent to the reference to us under the heading "Experts" in the Registration Statement on Form S-1A (No. 333-190852) dated October 8, 2013, which Registration Statement on Form S-1A is incorporated by reference into the Registration Statements.

/s/ PricewaterhouseCoopers LLP
New York, New York
October 8, 2013
