

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant To Section 13 or 15 (d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) — **June 30, 2014**

**ENVESTNET, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**001-34835**  
(State or other jurisdiction)

**20-1409613**  
(I.R.S. Employer of Incorporation  
Identification No.)

**35 East Wacker Drive, Suite 2400**  
**Chicago, Illinois**  
(Address of principal executive offices)

**60601**  
(Zip Code)

Registrant's telephone number, including area code: **(312) 827-2800**

**Not applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions *see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

**Placemark Acquisition**

On June 30, 2014, Envestnet, Inc. ("Envestnet") entered into an acquisition agreement and plan of merger (the "Agreement") with Placemark Holdings, Inc., a Delaware corporation ("Placemark"), and certain of its shareholders pursuant to which Envestnet will acquire Placemark (the "Acquisition").

Under the terms of the Agreement, Envestnet has agreed to pay an aggregate of \$66 million in cash upon closing of the Acquisition, subject to certain post-closing adjustments. Envestnet expects to fund the Acquisition with available cash and borrowings under its credit agreement dated June 19, 2014.

The Acquisition is subject to customary closing conditions, including customer consents, and is expected to be completed during the second half of 2014.

The Agreement contains customary representations and warranties. The representations and warranties contained in the Agreement will generally survive for eighteen months from the date of closing. Pursuant to the Agreement, following the consummation of the Acquisition, Envestnet is entitled to indemnification for, among other things, breaches of representations and warranties subject to a deductible and an aggregate cap.

The Agreement also contains customary covenants and agreements, including, among other things, with respect to the operation of the business of Placemark between the signing of the Agreement and the closing of the Acquisition.

Either Envestnet or Placemark may terminate the Agreement if the closing does not occur by October 31, 2014. The foregoing summary of the Agreement and the Acquisition does not purport to be a complete description and is subject to, and qualified in its entirety by, the full text of the Agreement, a copy of which will be filed as an exhibit to Envestnet's Quarterly Report on Form 10-Q for the quarter ending June 30, 2014.

**Item 7.01. Regulation FD Disclosure.**

On July 1, 2014, Envestnet issued a press release announcing the execution of the Agreement referred to in Item 1.01 above. A copy of the press release is attached

as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated July 1, 2014

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENVESTNET, INC.**

By: /s/ Peter H. D'Arrigo  
Name: Peter H. D'Arrigo  
Title: Chief Financial Officer

Date: July 1, 2014

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## INVESTNET TO ACQUIRE PLACEMARK INVESTMENTS

### *Placemark Overlay™ Solidifies Firms' Leadership in UMA Services*

**CHICAGO, IL** — July 1, 2014 — Envestnet, Inc. (NYSE: ENV), a leading provider of unified wealth management technology and services to investment advisors, announced today that it has entered into a definitive agreement to acquire Placemark Holdings, Inc., a firm that develops Unified Managed Account (UMA) programs and other portfolio management outsourcing solutions for banks, full-service broker-dealers and RIA firms.

Placemark's patented, industry-leading portfolio overlay and tax optimization service bolsters Envestnet | PMC's product and service offerings for investment advisors, who are increasingly turning to UMAs to meet diverse investor needs. The UMA structure builds on the success of previous-generation separately managed accounts, combining multiple investment products into one account and delivering automated rebalancing and customization services that allow for more tailored investment solutions.

"Placemark delivers an efficient model of investing through its focus on Unified Account Management and value-added overlay services, both of which are critical for fee-based financial advisors to meet the unique needs of their clients," said Jud Bergman, Chairman and Chief Executive Officer, Envestnet. "This acquisition significantly expands Envestnet's presence in the full-service broker-dealer channel, giving us added resources to serve a broad spectrum of wealth management needs, while delivering increased value to our shareholders."

Placemark had approximately \$14 billion in UMA assets under management as of March 31, 2014, which would boost Envestnet to #5 on the list of top Unified Managed Account providers in the industry with \$24.7 billion in assets, according to Cerulli rankings. Placemark CEO Lee Chertavian will join Envestnet as Group President of Envestnet | Placemark.

"Placemark has created significant momentum in delivering customizable UMA and overlay solutions to our customers, which is critical for simplifying the delivery of sophisticated and diverse strategies to investors," said Lee Chertavian, Chairman and CEO of Placemark Investments. "Having access to Envestnet's broad wealth management platform solutions should accelerate many of our strategic initiatives, addressing our customers' existing and emerging wealth management needs."

Envestnet will initially operate Placemark's web-based UMA platform technology in tandem with its platform, benefiting customers of both firms with overlay services and delivering Envestnet's sophisticated model management and rebalancing tools and reporting solutions to Placemark's clients. A full integration and consolidation is expected in 2016.

"We are excited to welcome the Placemark team to Envestnet and to deliver all aspects of our integrated platform and services to their clients, helping them achieve their business goals," said Bill Crager, President, Envestnet. "Placemark's UMA focus and overlay solutions further our efforts to empower advisors with the tools and resources they need to deliver personalized service and better outcomes for their clients."

Envestnet has agreed to acquire Placemark for \$66 million in cash upon closing. The transaction is subject to customary closing conditions, including customer consents, and is expected to close during the second half of 2014. Raymond James & Associates served as financial advisor to Placemark Investments, Inc. Envestnet did not retain a financial advisor. Mayer Brown LLP acted as legal counsel to Envestnet and Goodwin Procter LLP acted as counsel to Placemark Investments, Inc.

#### **About Envestnet**

Envestnet, Inc. (NYSE: ENV) is a leading provider of unified wealth management technology and services to investment advisors. Our open-architecture platforms unify and fortify the wealth management process, delivering unparalleled flexibility, accuracy, performance and value. Envestnet solutions enable the transformation of wealth management into a transparent, independent, objective and fully-aligned standard of care, and empower advisors to deliver better results.

Envestnet's Advisor Suite® software empowers financial advisors to better manage client outcomes and strengthen their practice. Envestnet provides institutional-quality research and advanced portfolio solutions through our Portfolio Management Consultants group, Envestnet | PMC®. Envestnet | Tamarac provides leading rebalancing, reporting and practice management software.

For more information on Envestnet, please visit [www.envestnet.com](http://www.envestnet.com).

#### **Cautionary Statement Regarding Forward-Looking Statements**

The forward-looking statements made in this press release concerning, among other things, Envestnet, Inc.'s (the "Company") expected financial performance and outlook, its strategic operational plans and growth strategy are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties and the Company's actual results could differ materially from the results expressed or implied by such forward-looking statements. Furthermore, reported results should not be considered as an indication of future performance. The potential risks, uncertainties and other factors that could cause actual results to differ from those expressed by the forward-looking statements in this press release. For example, the Company's forward-looking statements related to Placemark and the anticipated acquisition could prove incorrect if the transaction were to not close, if Placemark were to perform differently than currently expected by the Company or if anticipated benefits of the transaction are not realized. More generally, potential risks, uncertainties and other factors relating to the Company's business include, but are not limited to, difficulty in sustaining rapid revenue growth, which may place significant demands on the Company's administrative, operational and financial resources, fluctuations in the Company's revenue, the concentration of nearly all of the Company's revenues from the delivery of investment solutions and

services to clients in the financial advisory industry, the Company's reliance on a limited number of clients for a material portion of its revenue, the renegotiation of fee percentages or termination of the Company's services by its clients, the impact of market and economic conditions on the Company's revenues, compliance failures, regulatory actions against the Company, the failure to protect the Company's intellectual property rights, the Company's inability to successfully execute the conversion of its clients' assets from their technology platform to the Company's technology platform in a timely and accurate manner, general economic, political and regulatory conditions, as well as management's response to these factors. More information regarding these and other risks, uncertainties and factors is contained in the Company's filings with the Securities and Exchange Commission ("SEC") which are available on the SEC's website at [www.sec.gov](http://www.sec.gov) or the Company's Investor Relations website at <http://ir.envestnet.com/>. You are cautioned not to unduly rely on these forward-looking statements, which speak only as of the date of this press release. All information in this press release is as of July 1, 2014 and, unless required by law, the Company undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this press release or to report the occurrence of unanticipated events.

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