

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <b>Thomas Brandon</b>		2. Issuer Name and Ticker or Trading Symbol <b>ENVESTNET, INC. [ENV]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Investment Officer</b>	
(Last) (First) (Middle) <b>35 EAST WACKER DRIVE, SUITE 2400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>09/29/2015</b>			
(Street) <b>CHICAGO, IL 60601</b>		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)				Price
Common Stock	09/29/2015		M		12,142 (2)	A	\$ 5	237,196	D	
Common Stock	09/29/2015		S		2,363 (2)	D	\$ 29.9 (3)	234,833	D	
Common Stock	09/29/2015		S		4,412 (2)	D	\$ 30.07 (3)	230,421	D	
Common Stock								13,938	I	See footnote (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 5	09/29/2015		M		12,142	11/14/2006 (1)(5)	11/14/2015	Common Stock	12,142	\$ 0	0	D	
Employee Stock Option (Right to Buy)	\$ 7.5						04/26/2007 (5)	04/26/2017	Common Stock	12,000		12,000	D	
Employee Stock Option (Right to Buy)	\$ 7.5						04/30/2009 (5)	04/30/2018	Common Stock	9,000		9,000	D	
Employee Stock Option (Right to Buy)	\$ 7.15						(6)	04/30/2018	Common Stock	6,000		6,000	D	

Employee Stock Option (Right to Buy)	\$ 9							07/28/2011	02/28/2020	Common Stock	62,000		62,000	D
Employee Stock Option (Right to Buy)	\$ 12.55							02/28/2012 <sup>(5)</sup>	02/28/2021	Common Stock	10,000		10,000	D
Employee Stock Option (Right to Buy)	\$ 12.45							02/28/2013 <sup>(5)</sup>	02/28/2022	Common Stock	7,647		7,647	D
Employee Stock Option (Right to Buy)	\$ 15.34							02/28/2014 <sup>(5)</sup>	02/28/2023	Common Stock	8,000		8,000	D
Employee Stock Option (Right to Buy)	\$ 41.84							02/28/2015 <sup>(5)</sup>	02/28/2024	Common Stock	6,200		6,200	D
Employee Stock Option (Right to Buy)	\$ 53.88							02/29/2016 <sup>(7)</sup>	02/28/2025	Common Stock	4,800		4,800	D
Restricted Stock Award	(8)							02/29/2016 <sup>(10)</sup>	02/28/2016	Common Stock	1,040 <sup>(9)</sup>		1,040	D
Restricted Stock Award	(8)							02/29/2016 <sup>(10)</sup>	02/28/2017	Common Stock	2,667 <sup>(9)</sup>		2,667	D
Restricted Stock Award	(8)							02/29/2016 <sup>(10)</sup>	02/28/2018	Common Stock	3,200 <sup>(9)</sup>		3,200	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Brandon 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Investment Officer	

## Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon Thomas		09/30/2015
<small>Signature of Reporting Person</small>		<small>Date</small>

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) A total of 32,500 options were granted on 11/14/2005. 12,142 options were vested and exercisable as of 9/29/2015.
- (2) Open market exercise of an Envestnet, Inc. stock option by means of a cashless-sell-to-cover method (selling enough shares to cover option share purchase price, fee and taxes, then retaining the remaining shares).
- (3) The prices reported in column 4 are weighted average prices. 2,363 shares were sold in multiple transactions at prices ranging from \$29.85 to \$29.93, inclusive and 4,412 shares were sold in multiple transactions at prices ranging from \$30.00 to \$30.21 inclusive.
- (4) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (5) Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

- (8) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (9) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (10) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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