

# 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* Smith Gregory A		2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]		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)	
(Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400		3. Date of Earliest Transaction (Month/Day/Year) 02/29/2016			
(Street) CHICAGO, IL 60601		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								2,000	D	
Common Stock	02/29/2016		M	(6)		1,950	A	\$ 0	3,950	D

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	(A)	(D)	Date Exercisable	Expiration Date						Title
Director Stock Option (Right to Buy)	\$ 20.51	02/29/2016		A		5,210	(2)	02/28/2017(1)	02/28/2026	Common Stock	5,210	\$ 20.51	5,210	D	
Restricted Stock Unit	(3)	02/29/2016		A		663		(4)	02/28/2019	Common Stock	663	\$ 20.51	663	D	
Restricted Stock Unit	(3)	02/29/2016		A		4,876		(5)	02/28/2018	Common Stock	4,876	\$ 20.51	4,876	D	
Restricted Stock Unit	(3)	02/29/2016		M		1,950		(7)	02/28/2019	Common Stock	1,950	(8)	2,925	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Gregory A 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

## Signatures

/s/ Shelly O'Brien, by power of attorney for Greg Smith		03/02/2016
Signature of Reporting Person		Date

## 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) Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant, as listed in the "Date Exercisable" column.
- (2) 5,210 options were granted to the Reporting Person on February 29, 2016.
- (3) Each restricted stock Unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) This restricted stock Unit vests over a 3 year period, one third of the total amount vest on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.
- (5) This restricted stock Unit vests over a 3 year period, 40% of the total amount vests on the date of the grant of restricted stock; and then 30% of the total amount vests on February 28, 2017 and the remaining 30% vests on February 28, 2018.
- (6) Represents the conversion upon vesting of restricted stock Unit into common stock. The reporting person was granted 4,876 restricted stock units on February 29, 2016, of which 40% (1,950 shares) subject to the restricted stock units of the grant vested on February 29, 2016. The reporting person was granted 4,876 restricted stock units on February 29, 2016, of which 40% (1,950 shares) subject to the restricted stock units of the grant vested on February 29, 2016. The common stock into which such vested restricted stock units converted on February 29, 2016 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 30% of the total amount on February 28, 2017 and the remaining 30% of the total amount will continue to vest on February 28, 2018.
- (8) Each restricted stock Unit represents the contingent right to receive one share of common stock upon vesting of the unit.

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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