

# 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>Arora Anil</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>12/07/2016</b>			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		
35 EAST WACKER DRIVE, SUITE 2400			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) <b>CHICAGO, IL 60601</b>								
(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	12/07/2016		M	(2)	8,333	A	\$ 0	96,171	D	
Common Stock	12/07/2016		F		4,349	D	\$ 0	91,822	D	
Common Stock								136	I	By Trust for child 1 (1)
Common Stock								136	I	By Trust for child 1 (1)

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				
Restricted Stock Unit	(4)	12/07/2016		M		8,333	(5)	(6)	Common Stock	8,333	(7)	66,668	D	
Employee Stock Option (Right to Buy)	\$ 32.46						(8)	12/07/2025	Common Stock	20,000		20,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Arora Anil 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			
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## Signatures

/s/ Shelly O'Brien, by power of attorney for Anil Arora		12/09/2016
 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) These shares are held in trust for the benefit of a child of the reporting person for which the reporting person serves as trustee. The reporting person shares voting and investment control over the shares but disclaims beneficial ownership of the shares.  
Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective December 7, 2016, but remain subject to contractual restrictions (the "December Vested Restricted Shares"). The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which one-twelfth of the total amount vested on December 7, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on December 9, 2015.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 4,349 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of September Vested Restricted Shares to the reporting person on December 7, 2016.
- (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which 1/3 of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary thereafter.
- (5) Each share of restricted stock represents one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested for all purposes.
- (6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (7) 20,000 options were granted to the Reporting Person on December 7, 2015. One-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth on each three-month anniversary thereafter.
- (8)

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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