

FORM 4

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

| OMB APPROVAL | |
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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

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

(Print or Type Responses)

| 1. Name and Address of Reporting Person* Mayer Joshua | | 2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Operating Officer | | | | | | |
|---|--------------------------------------|---|--------------------------------|--|---|------------|---|--|---|---------|
| (Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400 | | 3. Date of Earliest Transaction (Month/Day/Year) 12/29/2016 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | | | | | | |
| (Street) CHICAGO, IL 60601 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | | | | |
| (City) (State) (Zip) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 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 | 12/29/2016 | | S | | 2,439 | D | \$ 35.6 (9) | 2,238 | D | |
| Common Stock | | | | | | | | 42 | I | By Wife |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| | | | | Code | V | (A) | (D) | | | | | | | |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | | | 05/15/2010 ⁽¹⁾ | 05/15/2019 | Common Stock | 800 | 800 | D | |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | | | 07/28/2011 ⁽²⁾ | 02/28/2020 | Common Stock | 20,000 | 20,000 | D | |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | | | 02/28/2012 ⁽¹⁾ | 02/28/2021 | Common Stock | 10,000 | 10,000 | D | |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | | | 02/28/2013 ⁽¹⁾ | 02/28/2022 | Common Stock | 4,418 | 4,418 | D | |

| | | | | | | | | | | | | | | |
|--------------------------------------|----------|--|--|--|--|--|--|---------------------------|------------|--------------|--------------|--|--------|---|
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | | | 02/28/2014 ⁽¹⁾ | 02/28/2023 | Common Stock | 8,000 | | 8,000 | D |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | | | 02/28/2015 ⁽¹⁾ | 02/28/2024 | Common Stock | 6,200 | | 6,200 | D |
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | | | | 02/28/2016 ⁽¹⁾ | 02/28/2025 | Common Stock | 6,000 | | 6,000 | D |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | | | | 02/28/2017 ⁽³⁾ | 02/28/2026 | Common Stock | 3,234 | | 3,234 | D |
| Restricted Stock Unit | (4) | | | | | | | (6) | 02/28/2016 | Common Stock | 1,334 (5) | | 1,334 | D |
| Restricted Stock Unit | (4) | | | | | | | (6) | 02/28/2017 | Common Stock | 2,667 (5) | | 2,667 | D |
| Restricted Stock Unit | (4) | | | | | | | (7) | 02/28/2019 | Common Stock | 3,234 (5) | | 3,234 | D |
| Restricted Stock Award | (4) | | | | | | | (8) | 08/02/2019 | Common Stock | 45,000 | | 35,000 | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mayer Joshua 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | | Chief Operating Officer | |

Signatures

| | | |
|---|--|---------------------|
| /s/ Shelly O'Brien, by power of attorney for Joshua Mayer | | 12/30/2016 |
| <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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(2) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(3) This option grant vests over a 3 year period, one-third 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 of the date of grant thereafter.

(4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock

(5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

(6) This restricted stock award vests in three equal installments annually beginning on the first anniversary of the date of the grant of restricted stock.

(7) This restricted stock unit vests over a 3 year period, with 1/3 of the shares vesting on the first anniversary of the date of grant and one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

(8) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

(9) The shares reported in column 4 were sold in one transaction with a price of \$35.60 per share.

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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