

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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 D'Arrigo Peter		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) Chief Financial Officer	
(Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400		3. Date of Earliest Transaction (Month/Day/Year) 02/28/2017			
(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)		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	02/28/2017		M ⁽¹¹⁾		2,200	A	\$ 0	3,794	D	
Common Stock	02/28/2017		F ⁽¹²⁾		685	D	\$ 0	3,109	D	
Common Stock	02/28/2017		M ⁽¹³⁾		1,833	A	\$ 0	4,942	D	
Common Stock	02/28/2017		F ⁽¹⁴⁾		571	D	\$ 0	4,371	D	
Common Stock	02/28/2017		M ⁽¹⁵⁾		1,411	A	\$ 0	5,782	D	
Common Stock	02/28/2017		F ⁽¹⁶⁾		439	D	\$ 0	5,343	D	

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)				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					
Employee Stock Option (Right to Buy)	\$ 7.5							06/06/2008 ⁽¹⁾	06/16/2018	Common Stock	180,937	180,937	D	
Employee Stock Option (Right to Buy)	\$ 9							07/28/2011 ⁽²⁾	02/28/2020	Common Stock	86,000	86,000	D	
Employee Stock Option (Right to Buy)	\$ 12.55							02/28/2012 ⁽³⁾	02/28/2021	Common Stock	10,000	10,000	D	
Employee Stock Option (Right to Buy)	\$ 12.45							02/28/2013 ⁽³⁾	02/28/2022	Common Stock	10,195	10,195	D	

Employee Stock Option (Right to Buy)	\$ 15.34						02/28/2014 ⁽³⁾	02/28/2023	Common Stock	8,000		8,000	D
Employee Stock Option (Right to Buy)	\$ 41.84						02/28/2015 ⁽³⁾	02/28/2024	Common Stock	10,600		10,600	D
Employee Stock Option (Right to Buy)	\$ 53.88						02/28/2016 ⁽³⁾	02/28/2025	Common Stock	8,250		8,250	D
Employee Stock Option (Right to Buy)	\$ 20.51						02/28/2017 ⁽⁸⁾	02/28/2025	Common Stock	4,235		4,235	D
Restricted Stock Unit	(4)	02/28/2017		M		2,200	(6)	02/28/2017	Common Stock	2,200	(5)	0	D
Restricted Stock Unit	(4)	02/28/2017		M		1,833	(7)	02/28/2018	Common Stock	1,833	(5)	1,834	D
Restricted Stock Unit	(4)	02/28/2017		M		1,411	(9)	02/28/2019	Common Stock	1,411	(5)	2,824	D
Performance Stock Unit Award	(4)						(10)	05/12/2019	Common Stock	30,000 (5)		30,000	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Arrigo Peter 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Financial Officer	

Signatures

/s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo	03/02/2017
<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 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.
- (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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (4) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (5) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The reporting person was granted 6,600 restricted stock units on February 28, 2014. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
- (7) The reporting person was granted 5,500 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
- (8) 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.
- (9) The reporting person was granted 4,235 restricted stock units on February 29, 2016. 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.
- (10) The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods, with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.

- Represents the conversion upon vesting of restricted stock units into common stock (the "Converted Common Stock "). The reporting person was granted 6,600 restricted stock units on February 28, 2014 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then the remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock unit grant on each succeeding February 28th until fully vested. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2014.
- (11) The reporting person is reporting the withholding by Envestnet, Inc. of 685 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2017.
- Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 5,500 restricted stock units on February 28, 2015 of which one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then the remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock unit grant on each succeeding February 28th until fully vested. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2015.
- (13) The reporting person is reporting the withholding by Envestnet, Inc. of 571 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2017.
- Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 4,235 restricted stock units on February 29, 2016 of which one-third of the total amount vests 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. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- (15) The reporting person is reporting the withholding by Envestnet, Inc. of 439 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2017.
- (16)

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.