

# 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

### 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* Majoros Matthew		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) _____ Principal Accounting 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)		<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	02/28/2017		M <sup>(8)</sup>		667	A	\$ 0	4,308	D	
Common Stock	02/28/2017		F <sup>(9)</sup>		249	D	\$ 0	4,059	D	
Common Stock	02/28/2017		M <sup>(10)</sup>		608	A	\$ 0	4,667	D	
Common Stock	02/28/2017		F <sup>(11)</sup>		221	D	\$ 0	4,446	D	
Common Stock	02/28/2017		M <sup>(12)</sup>		476	A	\$ 0	4,922	D	
Common Stock	02/28/2017		F <sup>(13)</sup>		148	D	\$ 0	4,774	D	

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

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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)
				Code	V		Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$ 13.45						02/22/2011 <sup>(1)</sup>	02/22/2020	Common Stock	1,000	1,000	D	
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011 <sup>(2)</sup>	07/28/2020	Common Stock	3,000	3,000	D	
Restricted Stock Unit	<sup>(3)</sup>	02/28/2017		M		667	<sup>(5)</sup>	02/28/2017	Common Stock	667	<sup>(4)</sup>	0	D
Restricted Stock Unit	<sup>(3)</sup>	02/28/2017		M		608	<sup>(6)</sup>	02/28/2018	Common Stock	608	<sup>(4)</sup>	609	D
Restricted Stock Unit	<sup>(3)</sup>	02/28/2017		M		476	<sup>(7)</sup>	02/28/2019	Common Stock	476	<sup>(4)</sup>	953	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Majoros Matthew 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Principal Accounting Officer	

## Signatures

/s/ Shelly O'Brien, by power of attorney for Matthew Majoros		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 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) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (4) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

The reporting person was granted 2,000 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016.. 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.

The reporting person was granted 1,825 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016.. 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 1,429 restricted stock units on February 29, 2016, This restricted stock unit vests over a 3 year period, 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.

(8) Represents the conversion upon vesting of restricted stock units into common stock (the "Converted Common Stock "). The reporting person was granted 2,000 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.

(9) The reporting person is reporting the withholding by Envestnet, Inc. of 249 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.

(10) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 1,825 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.

(11) The reporting person is reporting the withholding by Envestnet, Inc. of 221 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.

(12) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted 1,429 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.

(13) The reporting person is reporting the withholding by Envestnet, Inc. of 148 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.

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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