

# 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*<br>Grinis Scott D |         | 2. Issuer Name and Ticker or Trading Symbol<br>ENVESTNET, INC. [ENV] |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Technology Officer |   |
| (Last)   | (First) | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/28/2017                          |  |   |
| 35 EAST WACKER DRIVE, SUITE 2400                           |         |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
| (Street)   |         |  |   |  |   |
| CHICAGO, IL 60601  |         |  |   |  |   |
| (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                    |                                      |  |                                |   |   |            |       | 215,467   | 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) |   | 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 |   |  |  |  |  |
| Employee Stock Option (Right to Buy)       | \$ 7.5   |                                      |  |                                |   |   |     | 04/30/2008 <sup>(2)</sup>                                | 04/30/2018      | Common Stock  | 9,000                                      | 9,000  | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 7.15  |                                      |  |                                |   |   |     | 05/15/2009 <sup>(2)</sup>                                | 05/15/2019      | Common Stock  | 6,000                                      | 6,000  | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 9   |                                      |  |                                |   |   |     | 07/28/2011 <sup>(1)</sup>                                | 02/28/2020      | Common Stock  | 56,000                                     | 56,000   | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   |   |     | 02/28/2012 <sup>(2)</sup>                                | 02/28/2021      | Common Stock  | 10,000                                     | 10,000   | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   |   |     | 02/28/2013 <sup>(2)</sup>                                | 02/28/2022      | Common Stock  | 10,195                                     | 10,195   | D  |  |

|                                      |                |            |  |   |       |                           |            |              |                          |         |        |   |
|--------------------------------------|----------------|------------|--|---|-------|---------------------------|------------|--------------|--------------------------|---------|--------|---|
| Employee Stock Option (Right to Buy) | \$ 15.34       |            |  |   |       | 02/28/2014 <sup>(2)</sup> | 02/28/2023 | Common Stock | 8,000                    |         | 8,000  | D |
| Employee Stock Option (Right to Buy) | \$ 41.84       |            |  |   |       | 02/28/2015 <sup>(2)</sup> | 02/28/2024 | Common Stock | 6,200                    |         | 6,200  | D |
| Employee Stock Option (Right to Buy) | \$ 53.88       |            |  |   |       | 02/28/2016 <sup>(2)</sup> | 02/28/2025 | Common Stock | 6,000                    |         | 6,000  | D |
| Employee Stock Option (Right to Buy) | \$ 20.51       |            |  |   |       | 02/28/2017 <sup>(3)</sup> | 02/28/2026 | Common Stock | 3,234                    |         | 3,234  | D |
| Employee Stock Option (Right to Buy) | \$ 31.7        | 03/28/2017 |  | A | 2,233 | 03/28/2018 <sup>(3)</sup> | 03/28/2027 | Common Stock | 2,233                    | \$ 31.7 | 2,233  | D |
| Restricted Stock Units               | <sup>(4)</sup> |            |  |   |       | <sup>(6)</sup>            | 02/28/2018 | Common Stock | 1,334<br><sup>(5)</sup>  |         | 1,334  | D |
| Restricted Stock Units               | <sup>(4)</sup> |            |  |   |       | <sup>(7)</sup>            | 02/28/2019 | Common Stock | 2,156<br><sup>(5)</sup>  |         | 2,156  | D |
| Restricted Stock Units               | <sup>(4)</sup> |            |  |   |       | <sup>(8)</sup>            | 08/02/2019 | Common Stock | 29,168<br><sup>(5)</sup> |         | 29,168 | D |
| Restricted Stock Units               | <sup>(4)</sup> | 03/28/2017 |  | A | 6,700 | <sup>(7)</sup>            | 03/28/2020 | Common Stock | 6,700<br><sup>(5)</sup>  | \$ 31.7 | 6,700  | D |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Grinis Scott D<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | Chief Technology Officer |       |

## Signatures

|   |  |            |
|---|--|------------|
| /s/ Shelly O'Brien, by power of attorney for Scott Grinis |  | 03/30/2017 |
| <sup>(4)</sup> 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 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 three 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) The reporting person was granted 4,000 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.

(7) These restricted stock units vest 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) These restricted stock units vest over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

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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