

# 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* <b>CROWELL GAYLE A</b> <small>(Last) (First) (Middle)</small> <b>35 EAST WACKER DRIVE, SUITE 2400</b> <small>(Street)</small> <b>CHICAGO, IL 60601</b> <small>(City) (State) (Zip)</small>	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)
3. Date of Earliest Transaction (Month/Day/Year) <b>04/26/2017</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
4. If Amendment, Date Original Filed (Month/Day/Year)		

**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	04/26/2017		M	(7)	801	A	\$ 0	801	D	
Common Stock								10,498	I	By trust (6)

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				
Director Stock Option (Right to Buy)	\$ 31.7						03/28/2018 (1)	03/28/2027	Common Stock	1,745		1,745	D	
Restricted Stock Units	(2)	04/26/2017		M		801	(3)	04/26/2019	Common Stock	801 (5)	\$ 0	1,602	D	
Restricted Stock Units	(2)						(4)	03/28/2020	Common Stock	1,595 (5)		1,595	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROWELL GAYLE A 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

## Signatures

## 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) This option grant vests over a 3-year period; one third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (2) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.  
The reporting person was granted 3,204 restricted stock units on April 26, 2016, of which 25% (801 shares) is subject to the restricted stock units of the grant vested on April 26, 2017. The
- (3) common stock into which such vested restricted stock units converted on April 26, 2017 is reported in Table I on this Form 4. This restricted stock unit vests over a 3 year period; 25% of the total amount vested on the date of the grant of restricted stock, and then 25% on each of the first three anniversaries of the Grant Date (April 26, 2016).
- (4) These restricted stock units vest over a 3-year period; one third of the total amount vest 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.
- (5) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The shares are held directly by a trust of which the reporting person is a trustee and beneficial owner.
- (7) Represents the conversion upon vesting of restricted stock units into common stock. The reporting person was granted 3,204 restricted stock units on April 26, 2016, of which 25% (801 shares) is subject to the restricted stock units of the grant vested on April 26, 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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