

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* Thomas Brandon | | 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 Investment Officer | |
| (Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400 | | 3. Date of Earliest Transaction (Month/Day/Year) 05/29/2017 | | | |
| (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 | 05/29/2017 | | M ⁽¹⁰⁾ | | 205 | A | \$ 0 | 238,586 | D | |
| Common Stock | 05/29/2017 | | F ⁽¹¹⁾ | | 64 | D | \$ 0 | 238,522 | D | |
| Common Stock | | | | | | | | 13,938 | I | See footnote (1) |

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 | (A) | (D) | Date Exercisable | Expiration Date | | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | | | | 07/28/2011 ⁽²⁾ | 02/28/2020 | Common Stock | 27,000 | | 27,000 | 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 | 7,647 | | 7,647 | 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 | 6,200 | | 6,200 | D |
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | | | 02/29/2016 ⁽³⁾ | 02/28/2025 | Common Stock | 4,800 | | 4,800 | D |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | | | 02/28/2017 ⁽⁴⁾ | 02/28/2026 | Common Stock | 2,464 | | 2,464 | D |
| Employee Stock Option (Right to Buy) | \$ 31.7 | | | | | | 03/28/2018 ⁽⁴⁾ | 03/28/2027 | Common Stock | 1,690 | | 1,690 | D |
| Restricted Stock Units | ⁽⁵⁾ | | | | | | ⁽⁷⁾ | 02/28/2018 | Common Stock | 1,067 ⁽⁶⁾ | | 1,067 | D |
| Restricted Stock Units | ⁽⁵⁾ | 05/29/2017 | | M | | 205 | ⁽⁸⁾ | 02/28/2019 | Common Stock | 205 | ⁽⁶⁾ | 1,438 | D |
| Restricted Stock Units | ⁽⁵⁾ | | | | | | ⁽⁹⁾ | 08/02/2019 | Common Stock | 15,002 ⁽⁶⁾ | | 15,002 | D |
| Restricted Stock Units | ⁽⁵⁾ | | | | | | ⁽⁸⁾ | 03/28/2020 | Common Stock | 5,069 ⁽⁶⁾ | | 5,069 | D |

Reporting Owners

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

Signatures

| | | |
|-------------------------------------------------------------|--|------------|
| /s/ Shelly O'Brien, by power of attorney for Brandon Thomas | | 05/31/2017 |
| ⁽⁵⁾ 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) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (2) 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.
- (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) 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.
- (5) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (7) The reporting person was granted 3,200 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) 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.
- (9) 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.

Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective May 29, 2017 (the "May Vested Restricted Stock Units"). The reporting person (10) was granted 2,464 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on May 29, 2017. 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.

(11) The reporting person is reporting the withholding by Envestnet, Inc. of 64 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the May Vested Restricted Stock Units to the reporting person on May 29, 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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