

# 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*<br><b>Thomas Brandon</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>ENVESTNET, INC. [ENV]</b>             |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Investment Officer</b> |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>11/02/2017</b>                   |  |  | 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   |  |  |
| 35 EAST WACKER DRIVE, SUITE 2400                                  |         |          | 4. If Amendment, Date Original Filed (Month/Day/Year)                                   |  |  |  |  |  |
| (Street)<br><b>CHICAGO, IL 60601</b>                              |         |          |   |  |  |  |  |  |
| (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                    | 11/02/2017                           |  | M                              | (1) | 1,667   | A          | (1)     | 260,512 (3)   | D  |   |
| Common Stock                    | 11/02/2017                           |  | F                              | (2) | 539   | D          | \$ 53.7 | 259,973 (3)   | D  |   |
| Common Stock                    |                                      |  |                                |     |   |            |         | 13,938  | I  | See footnote (4)                                      |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Units                     | (5)  | 11/02/2017                           |  | M                              | 1,667   | (5)  | 08/02/2019      | Common Stock  | 1,667                      | (6)  | 11,669 (7)   | D  |  |

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| /s/ Shelly O'Brien, by power of attorney for Brandon Thomas | 11/06/2017 |
| 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).

Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective November 2, 2017 (the "November Vested Restricted Stock Units").

- (1) Restricted stock units convert into common stock on a one-for-one basis. The reporting person was granted 20,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on November 2, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 539 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the November Vested Restricted Stock Units to the reporting person on November 2, 2017.
- (3) The issuer's method of reporting restricted stock units has been revised to report such grants in Table I rather than as previously reported in Table II. Accordingly, amount includes unvested restricted stock units previously reported in Table II.
- (4) Represents shares held by a trust in which the reporting person is the trustee.
- (5) These restricted stock units vest 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 units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (6) Each restricted stock unit represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (7) Because the issuer has revised its method of reporting restricted stock units so that they appear in Table I rather than Table II, the 11,669 unvested restricted stock units of this tranche are included in the total number of shares of Common Stock reported in Table I.

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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