

# 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>D'Arrigo Peter</b><br><small>(Last) (First) (Middle)</small><br><b>35 EAST WACKER DRIVE, SUITE 2400</b><br><small>(Street)</small><br><b>CHICAGO, IL 60601</b><br><small>(City) (State) (Zip)</small> | 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 Financial Officer</b> |
| 3. Date of Earliest Transaction (Month/Day/Year)<br><b>12/11/2017</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  |
| <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                    | 12/11/2017                           |  | M <sup>(1)</sup>               |   | 220   | A          | \$ 7.5                     | 28,219  | D  |   |
| Common Stock                    | 12/11/2017                           |  | S <sup>(1)</sup>               |   | 220   | D          | \$ 49.73<br><sup>(2)</sup> | 27,999  | D  |   |

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 |  |  |  |  |
| Employee Stock Option (Right to Buy)       | \$ 7.5   | 12/11/2017                           |  | M <sup>(1)</sup>               |   | 220   | 06/16/2009 <sup>(3)</sup>                                | 06/16/2018 | Common Stock  | 220             | \$ 0                                       | 23,437   | D  |  |

## Reporting Owners

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

## Signatures

|   |                     |
|---|---------------------|
| /s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo | 12/13/2017          |
| <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) Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3. The sale was pursuant to a Rule 10b5-1 plan that covers the cashless exercise and sale of stock options prior to their expiration date.
- (2) The Common Shares reported herein as being sold were sold at a range of between \$49.700 and \$49.750 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) Original option grant vested in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

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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