

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**Envestnet, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation  
or organization)

20-1409613  
(I.R.S. Employer  
Identification No.)

35 East Wacker Drive, Suite 2400  
Chicago, Illinois  
(Address of principal executive offices)

60601  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Common Stock, par value \$0.005 per share

The New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-165717

Securities to be registered pursuant to Section 12(g) of the Act: None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the Registrant's common stock, \$0.005 par value per share (the "Common Stock"), to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in the Registrant's prospectus that constitutes a part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-165717) (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Securities Act"), which information is hereby incorporated by reference. In addition, a description of the Common Stock will be included in a prospectus to be subsequently filed by the Registrant pursuant to Rule 424(b) of the Securities Act relating to the Registration Statement, and such prospectus is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions to Exhibits to Form 8-A, no exhibits are required to be filed, because no other securities of the Registrant are registered on The New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ENVESTNET, INC.**

By: /s/ Shelly O'Brien

Shelly O'Brien

Title: General Counsel

Date: July 28, 2010