

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

Current Report

**Pursuant To Section 13 or 15 (d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) — February 10, 2012

ENVESTNET, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-34835
(State or other jurisdiction)

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

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

60601
(Zip Code)

Registrant's telephone number, including area code: (312) 827-2800

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions *see* General Instruction A.2. below:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On February 10, 2012, Envestnet, Inc. (“Envestnet”) announced that it had entered into a stock purchase agreement (the “Agreement”), dated February 9, 2012, with the shareholders of Prima Capital Holding, Inc., a Colorado corporation (“Prima”) to acquire (the “Acquisition”) all of the outstanding shares of Prima.

Under the terms of the Agreement, Envestnet will pay approximately \$13.75 million in cash for all of the outstanding shares of Prima, subject to certain post-closing adjustments. Envestnet will fund the acquisition price with available cash. The acquisition is subject to customary closing conditions, including third-party and client consents, and is expected to be completed during the second quarter of 2012. The Agreement contains customary representations and warranties. The representations and warranties contained in the Stock Purchase Agreement will generally survive until May 15, 2013. Pursuant to the Agreement, following the consummation of the Acquisition, Envestnet is entitled to indemnification for, among other things, breaches of representations and warranties subject to a deductible and an aggregate cap.

The Agreement also contains customary covenants and agreements, including, among other things, with respect to the operation of the business of Prima between the signing of the Agreement and the closing of the Acquisition.

Either Envestnet or the selling shareholders may terminate the Agreement if the closing does not occur by April 15, 2012.

The foregoing summary of the Agreement and the Acquisition does not purport to be a complete description and is subject to, and qualified in its entirety by, the full text of the Agreement, a copy of which will be filed as an exhibit to Envestnet’s Annual Report on Form 10-K for the year ended December 31, 2011.

Item 7.01. Regulation FD Disclosure.

On February 10, 2012, Envestnet issued a press release announcing the execution of the Agreement referred to in Item 1.01 above. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release, dated February 10, 2012, regarding the acquisition of Prima.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENVESTNET, INC..

By: /s/ Peter D'Arrigo
Name: Peter D'Arrigo
Title: Chief Financial Officer

Date: February 10, 2012

FOR IMMEDIATE RELEASE
ENVESTNET TO ACQUIRE PRIMA CAPITAL

CHICAGO – February 10, 2012 – Envestnet, Inc. (NYSE: ENV), a leading provider of integrated wealth management solutions for financial advisors, announced today that it has entered into an agreement to acquire Prima Capital Holding, Inc. (“Prima”), a premier provider of investment manager due diligence, research applications, asset allocation modeling and multi-manager portfolios to the wealth management and retirement industries. Prima’s clientele includes regional broker-dealers, trust companies, independent RIAs, family offices and seven of the top 20 banks in the U.S. by total assets.

The acquisition of Prima extends and expands Envestnet’s ability to provide tools and solutions that empower advisors to achieve excellence in wealth management. Envestnet plans to enhance its wealth management solutions with Prima’s objective advice, analytics and data on managed account strategies (UMA and SMA), mutual funds, ETFs and alternative investments, delivered through powerful web-based technology.

“Prima is a market leader in delivering institutional-quality investment manager research and due diligence to top-tier wealth management organizations,” said Jud Bergman, Chairman, Founder and Chief Executive Officer of Envestnet. “We are eager to extend Prima’s core offering with Envestnet’s technology, product depth and portfolio management capabilities as well as augment our own due diligence and research offering.”

By joining Envestnet, Prima will be positioned to leverage Envestnet’s innovative wealth management technology platform and vast array of investment product solutions to expand its offering. The Envestnet due diligence process will also be enhanced by Prima’s objective, rigorous and thorough research process and tools.

“Prima’s relationship with Envestnet enables us to continue delivering the top-quality products, services, and solutions to meet our clients’ evolving needs, with added resources for further innovation,” said Prima’s President and Chief Executive Officer, J. Gibson Watson, III, who will become Group President of Envestnet • Prima, a new business group within the Envestnet suite of solutions. “With complementary core competencies, Prima and Envestnet provide an enterprise-wide suite of wealth management solutions delivered through robust technology tools.”

Mr. Watson founded Prima in 1999. Broadridge Financial Solutions, Inc. acquired majority ownership of Prima as part of Broadridge’s acquisition of Matrix Financial Solutions, Inc. in January 2011. “Prima is a profitable and growing but non-core business for Broadridge. We believe Prima’s clients and employees will be well-served under Envestnet’s ownership, and we wish them all well,” said Broadridge Chief Development Officer Tim Gokey.

Envestnet is acquiring Prima for \$13.75 million in cash, subject to certain post-closing adjustments. The acquisition is subject to customary closing conditions, including third-party consents, and is expected to be completed by April 15, 2012.

Sterne, Agee & Leach, Inc. acted as the exclusive financial advisor to Broadridge and the shareholders of Prima in connection with the sale of Prima to Envestnet. Envestnet did not retain a financial advisor. Mayer Brown LLP acted as counsel to Envestnet. Squire Sanders (US) LLP acted as legal counsel to Broadridge and Fairfield & Woods P.C. acted as counsel to the management shareholders of Prima.

ABOUT ENVESTNET (NYSE: ENV)

Envestnet, Inc. is a leading provider of integrated wealth management software and services to financial advisors. Envestnet's Advisor Suite® software empowers advisors to better manage client outcomes and strengthen their practice. Envestnet offers advanced portfolio solutions through its Portfolio Management Consultants group ("PMC"). Envestnet Reporting Solutions gives advisors an in-depth view of clients' aggregated investments, empowering holistic, personalized advice. Envestnet is headquartered in Chicago with offices in Boston, Charlotte, Denver, New York, Sunnyvale, and Trivandrum, India. The firm has over \$127 billion in total assets served and more than 909,000 investor accounts.*

For more information on Envestnet, Inc. please visit www.envestnet.com.

* Data includes assets under management or administration and licensing agreements as of 9/30/2011.

ABOUT PRIMA CAPITAL

Prima Capital Holding, Inc. ("Prima") is a leading provider of due diligence, research applications, asset allocation modeling, and multi-manager portfolios to the wealth management and retirement industries. For over a decade, Prima has provided objective due diligence and powerful evaluation tools to advisors and wealth management firms of all types and sizes. Today, Prima is an independent source for information on managed account strategies (UMA and SMA), mutual funds, ETFs, and alternative investments through the PrimaGuide® research application and the Prima AllocationGuide™ proposal system. Prima also serves as portfolio strategist and advisor to a series of target retirement date funds and target risk portfolios which bundle managers from Prima's unbiased research into a series of globally diversified, professionally constructed portfolios. For more information, visit www.primacapital.com.

Cautionary Statement Regarding Forward-Looking Statements

The forward-looking statements made in this press release concerning, among other things, Envestnet, Inc.'s (the "Company") expected financial performance and outlook, its strategic operational plans and growth strategy are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties and the Company's actual results could differ materially from the results expressed or implied by such forward-looking statements. Furthermore, reported results should not be considered as an indication of future performance. The potential risks, uncertainties and other factors that could cause actual results to differ from those expressed by the forward-looking statements in this press release. For example, the Company's forward-looking statements related to Prima and the anticipated acquisition could prove incorrect if the transaction were to not close, if Prima were to perform differently than currently expected by the

Company or if anticipated benefits of the transaction are not realized. More generally, potential risks, uncertainties and other factors relating to the Company's business (which will include Prima Capital after the acquisition is completed) include, but are not limited to, difficulty in sustaining rapid revenue growth, which may place significant demands on the Company's administrative, operational and financial resources, fluctuations in the Company's revenue, the concentration of nearly all of the Company's revenues from the delivery of investment solutions and services to clients in the financial advisory industry, the Company's reliance on a limited number of clients for a material portion of its revenue, the renegotiation of fee percentages or termination of the Company's services by its clients, the impact of market and economic conditions on the Company's revenues, compliance failures, regulatory actions against the Company, the failure to protect the Company's intellectual property rights, the Company's inability to successfully execute the conversion of its clients' assets from their technology platform to the Company's technology platform in a timely and accurate manner, general economic, political and regulatory conditions, as well as management's response to these factors. More information regarding these and other risks, uncertainties and factors is contained in the Company's filings with the Securities and Exchange Commission ("SEC") which are available on the SEC's website at www.sec.gov or the Company's Investor Relations website at <http://ir.envestnet.com/>. You are cautioned not to unduly rely on these forward-looking statements, which speak only as of the date of this press release. All information in this press release is as of February 10, 2012 and, unless required by law, the Company undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this press release or to report the occurrence of unanticipated events.

For more information about Envestnet:

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