

**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 16, 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 16, 2012, Envestnet, Inc. ("Envestnet") announced that it had entered into a merger agreement (the "Agreement"), dated February 16, 2012, with Tamarac, Inc., a Washington corporation ("Tamarac"), pursuant to which a newly formed subsidiary of Envestnet will merge (the "Merger") with and into Tamarac and Tamarac will become a wholly owned subsidiary of Envestnet.

Under the terms of the Agreement, Envestnet will pay approximately \$54 million in cash for all of the outstanding shares of Tamarac, subject to certain post-closing adjustments. Envestnet will fund the Merger price with available cash.

Envestnet has agreed to establish a management incentive plan funded with \$7 million of shares of Envestnet common stock for the benefit of certain employees of Tamarac. Such shares will be distributable at pre-established intervals, but in no event later than May 15, 2015, based upon Envestnet • Tamarac meeting certain financial targets.

The Merger is subject to approval by the holders of a majority of Tamarac's voting shares. Holders of Tamarac's voting securities, including Tamarac's management, have agreed to vote all of their Tamarac shares in favor of the Merger. The merger is also subject to customary closing conditions, including customer consents, and is expected to be completed during the first half of 2012.

The Agreement contains customary representations and warranties. The representations and warranties contained in the Agreement will generally survive for eighteen months from the date of closing. Pursuant to the Agreement, following the consummation of the Merger, 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 Tamarac between the signing of the Agreement and the closing of the Merger.

Either Envestnet or Tamarac may terminate the Agreement if the closing does not occur by May 31, 2012. The foregoing summary of the Agreement and the Merger 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 16, 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 16, 2012, regarding the acquisition of Tamarac.

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 16 , 2012



ENVESTNET TO ACQUIRE TAMARAC

Combined Firms Offer Broadest Technology Platform, Investment Products and Services to RIAs

CHICAGO AND SEATTLE – February 16, 2012 – Envestnet, Inc. (NYSE: ENV), a leading provider of integrated wealth management solutions for financial advisors, announced today that it has entered into a definitive agreement to acquire Tamarac, Inc., a provider of sophisticated portfolio management technology that enables Registered Investment Advisors (RIAs) to efficiently deliver customized individual account management to their clients. The two firms, with the combination of their technology solutions, breadth of investment products and back-office operation services, are poised to transform the way RIAs deliver scalable, integrated solutions to their customers.

“While Tamarac has developed industry-leading software for rebalancing, practice management, performance reporting and CRM integration, we value their market position within the independent RIA segment which is core to Envestnet’s growth initiatives. We are eager to leverage Tamarac’s highly sought-after solutions in combination with our integrated wealth management software and advanced portfolio solutions. We welcome the Tamarac organization and look forward to supporting their clients, people, products and their continued development of proven high-end solutions for RIAs,” said Jud Bergman, Chairman, Founder and Chief Executive Officer of Envestnet. “As more advisors look to outsource to an integrated platform, we are uniquely positioned to meet this need—now and well into the future.”

Tamarac was founded in 2000 by current President Clive Matthew Springer and is headquartered in Seattle, Washington. The company currently has relationships with approximately 500 RIA firms, collectively managing over \$250 billion in assets.

Tamarac CEO Stuart DePina will join Envestnet as Group President of Envestnet • Tamarac. DePina and his leadership team will continue to focus on integrated solutions for the RIA marketplace. “We are excited to build on the momentum Tamarac has generated with independent RIA’s seeking to streamline their operations through integrated technology and outsourced services. Now that we can leverage Envestnet’s solutions, Tamarac will accelerate many aspects of our strategic initiatives while

allowing us to focus on our client's needs." DePina said. "We believe the combination of Envestnet • Tamarac will transform the way financial advisors support investors with Advisor Xi, one of the most comprehensive suites of technology and investment solutions available in the industry. "

Envestnet has agreed to acquire Tamarac for \$54 million in cash, subject to certain post-closing adjustments. The acquisition is subject to approval by the holders of a majority of Tamarac's voting securities. Holders of Tamarac's voting securities, including members of Tamarac's management, have agreed to vote in favor of approval of the transaction. The transaction is also subject to customary closing conditions, including customer consents, and is expected to be completed during the first half of 2012.

Tamarac did not retain a financial advisor. Sandler O'Neill + Partners, L.P. served as financial advisor to Envestnet. McNaul Ebel Nawrot & Helgren acted as legal counsel to Tamarac and Mayer Brown LLP acted as counsel to Envestnet.

ABOUT ENVESTNET (NYSE: ENV)

Envestnet, Inc. is a leading provider of integrated wealth management software and services to financial advisors. Envestnet's Advisor Suit® 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 TAMARAC

Tamarac provides an integrated, web-based suite of portfolio and client management software for independent advisors and wealth managers. Tamarac's technology offering is further complemented by

a range of outsourced portfolio accounting services – enabling advisors to spend more time with clients and growing their business. Tamarac has experienced over 50 percent year-over-year revenue growth for the last four years, which has resulted in a rising client base of over 500 RIA firms, collectively managing more than \$250 billion in assets. RIAs utilizing Tamarac’s solution range in size from managing less than \$10 million in assets to over \$10 billion.

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 Tamarac and the anticipated acquisition could prove incorrect if the transaction were to not close, if Tamarac 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 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 16, 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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