

**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) —May 1, 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 2.01. Completion of Acquisition or Disposition of Assets.

On May 1, 2012, pursuant to a merger agreement (the "Agreement") dated February 16, 2012, with Tamarac Inc., a Washington corporation ("Tamarac"), Envestnet completed the merger of its wholly owned subsidiary with and into Tamarac (the "Merger"). As a result of the Merger, Tamarac will continue as a wholly owned subsidiary of Envestnet.

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

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 was filed as Exhibit 10.17 to Envestnet's Annual Report on Form 10-K for the year ending December 31, 2011, and is incorporated herein by reference.

In connection with the Merger, Envestnet has established a management equity incentive plan (the "Plan") funded with 1,024,000 shares of Envestnet common stock for the benefit of certain members of Tamarac management. Up to \$7 million of such shares will be distributable at pre-established intervals, but in no event later than May 15, 2015, based on Tamarac meeting certain financial targets. In addition, at the closing of the Merger, members of Tamarac management used a portion of the Merger consideration received by them to acquire shares in, and options to acquire, Envestnet common stock. The awards under the Plan were granted as a material inducement to employment with Envestnet as contemplated by Section 303A.08 of the New York Stock Exchange Listed Company Manual. The foregoing description of the Plan does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan, a copy of which is filed as Exhibit 4.3 to Envestnet's Registration Statement on Form S-8, filed with the Securities and Exchange Commission on May 1, 2012, and is incorporated herein by reference.

Item 3.02. Unregistered Sales of Equity Securities

Pursuant to the Plan and in accordance with the Agreement, at the closing of the Merger Envestnet issued to certain members of Tamarac's management participating in the Plan options exercisable into 232,150 shares of Envestnet common stock. Plan participants are generally restricted from exercising the options or disposing of the shares for a period of two years from the applicable grant date or issuance date. The per share exercise price of each option is equal to the price per share of Envestnet common stock as of market close on April 30, 2012. The options were issued without registration under the Securities Act of 1933, as amended (the "Securities Act") pursuant to the exemption from registration provided by Section 4(2) of the Securities Act. The sale of the options did not involve any public offering and each Plan participant either received or had access to adequate information about Envestnet in order to make an informed investment decision. No advertising or general solicitation was made in connection with the issuance of the options.

Item 8.01. Other Events.

On May 1, 2012, Envestnet issued a press release announcing completion of the Merger referred to in Item 2.01 above. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

As permitted by 9.01(a)(4) of Form 8-K, the financial statements required by this item will be filed by amendment to this Current Report on Form 8-K within 71 calendar days after the date on which this Report must be filed.

(b) Pro Forma Financial Information.

As permitted by 9.01(a)(4) of Form 8-K, the pro forma financial statements required by this item will be filed by amendment to this Current Report on Form 8-K within 71 calendar days after the date on which this Report must be filed.

(d) Exhibits.

99.1 Press release, dated May 1, 2012, regarding completion of the Merger.

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: May 1, 2012

FOR IMMEDIATE RELEASE
ENVESTNET COMPLETES ACQUISITION OF TAMARAC

Stuart DePina Becomes Group President of Envestnet |Tamarac™

CHICAGO – May 1, 2012 – Envestnet, Inc. (NYSE: ENV), a leading provider of technology-enabled wealth management solutions for investment advisors, today announced the completion of its acquisition of Tamarac Inc., a provider of sophisticated portfolio management technology that enables Registered Investment Advisers (RIAs) to efficiently deliver customized individual account management to their clients. The combination of Envestnet’s wealth management and advanced portfolio solutions with Tamarac’s industry-leading software for rebalancing, practice management, performance reporting and CRM integration enables RIAs to efficiently deploy powerful, integrated wealth-management solutions and transform the way they serve their clients.

“A rapidly growing number of advisors seek a fully-integrated platform—one that provides a wide array of investment products and outsources back-office operations,” said Jud Bergman, Chairman and Chief Executive Officer of Envestnet. “Tamarac made its reputation by supporting independent RIAs with best-in-class portfolio-management and rebalancing solutions. Together we will deliver a broad, integrated platform that empowers advisors to improve client outcomes, efficiently scale their business, and enhance client support.”

Founded in 2000, Tamarac currently has relationships with more than 500 RIA firms, collectively managing over \$250 billion in assets. Tamarac CEO Stuart DePina will continue to oversee the group’s efforts to help independent RIAs streamline their operations through integrated technology and outsourced services as Group President of Envestnet | Tamarac™.

“This new alliance will provide the most comprehensive suite of technology and investment solutions for the RIA industry,” DePina said. “By joining with Envestnet we have created a comprehensive, custodian-agnostic solution that delivers on a currently unmet need our customers have been telling us about.”

The acquisition of Tamarac is part of a long-range strategy to accelerate Envestnet’s growth through strategic acquisitions. In April, Envestnet completed its acquisition of Prima Capital, a provider of investment manager due diligence, research applications, asset allocation modeling and multi-manager portfolios to the wealth management and retirement industries, now known as Envestnet|Prima™. In December 2011, Envestnet acquired FundQuest, Inc., the Boston-based turnkey asset management program (TAMP) provider.

In connection with the acquisition of Tamarac, Envestnet established a management equity incentive plan for certain members of Tamarac management who will join the management team at Envestnet | Tamarac™. The plan involves approximately 1,024,000 shares of Envestnet common stock. Under the plan, Envestnet may distribute up to \$7 million of the shares at pre-established intervals, but in no event later than May 15, 2015, based upon Envestnet | Tamarac™ meeting certain financial targets. In addition, at the closing of the acquisition of Tamarac, members of Envestnet | Tamarac™ management used a

portion of the proceeds they receive from the acquisition of Tamarac to acquire shares in, and options to acquire, Envestnet common stock. The recipients of these shares and options are generally restricted from exercising the options or disposing of the shares for a period of two years from the grant date. The awards under the management equity incentive plan, a copy of which was filed today as an exhibit to Envestnet's Registration Statement on Form S-8, were approved by a majority of Envestnet's independent directors and granted as a material inducement to employment with Envestnet | Tamarac™ as contemplated by Section 303A.08 of the New York Stock Exchange Listed Company Manual.

ABOUT ENVESTNET

Envestnet, Inc. (NYSE: ENV) is a leading provider of technology-enabled wealth management solutions to investment advisors. Envestnet's AdvisorSuite software empowers advisors to better manage client outcomes and strengthen their practice. Envestnet offers advanced portfolio solutions through its Portfolio Management Consultants Group, Envestnet | PMC.

Envestnet | Tamarac provides leading rebalancing, reporting and practice management software. Envestnet | Prima provides institutional-quality research and due diligence on investment and fund managers. Envestnet | Vantage gives advisors an in-depth view of clients' investments, empowering them to give holistic, personalized advice.

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

ABOUT TAMARAC

Envestnet | Tamarac™, a division of Envestnet, Inc. (NYSE: ENV), is a leading provider of integrated, web-based portfolio and client management software for independent advisors and wealth managers. The firm'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. Envestnet | Tamarac is based in Seattle.

Media

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Investors

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