

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K/A**

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**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 27, 2013**

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**ENVESTNET, INC.**  
(Exact name of registrant as specified in its charter)

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**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)

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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))

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**Item 4.02 Non-Reliance on Previously Issued Financial Statements and Related Audit Report**

(b) On February 13, 2013, the Audit Committee of Envestnet, Inc. (“Envestnet”) terminated McGladrey LLP (“McGladrey”) as Envestnet’s independent registered public accountants and on February 14, 2013 engaged KPMG LLP as its independent registered public accounting firm for Envestnet’s year ended December 31, 2012 and to re-audit Envestnet’s financial statements for the year ended December 31, 2011. The change in Envestnet’s certifying accountant was reported on a Form 8-K filed on February 14, 2013 (the “Item 4.01 Form 8-K”).

On February 27, 2013, Envestnet received a letter from McGladrey advising Envestnet that disclosure should be made that reliance should not be placed on McGladrey’s audit report on Envestnet’s financial statements for the year ended December 31, 2011 or McGladrey’s completed reviews of Envestnet’s interim financial statements for the quarters ended September 30, 2012, June 30, 2012, March 31, 2012, September 30, 2011, June 30, 2011 or March 31, 2011 in light of the matters described in the Item 4.01 Form 8-K.

The sole purpose of this Form 8-K/A is to include as an exhibit the letter from McGladrey, dated March 4, 2013 stating that McGladrey is in agreement with the statements made in the Company’s Form 8-K filed on March 1, 2013 (the “Original Form 8-K”).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

16.1 Letter of McGladrey LLP dated March 4, 2013 with respect to the matters disclosed in the Original Form 8-K.

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**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 H. D'Arrigo

Name: Peter H. D'Arrigo

Title: Chief Financial Officer

Date: March 5, 2013



March 4, 2013

Securities and Exchange Commission  
Washington, D.C. 20549

Commissioners:

We have read the statements of Envestnet, Inc. included under Item 4.02 of its Form 8-K filed on March 1, 2013, and we agree with such statements to the extent that they are responsive to Item 4.02(b) of Form 8-K. We express no view with respect to the other statements made.

*McGladrey LLP*

Member of the RSM International network of independent accounting, tax and consulting firms.