

**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 7, 2013

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 8.01. Other Events.

On May 7, 2013, the Board of Directors (the “Board”) of Envestnet, Inc. approved the adoption of the Second Amendment (the “Incentive Plan Amendment”) to the Envestnet, Inc. Management Incentive Plan (the “Plan”) for Envestnet | Tamarac Management Employees. The purpose of the Incentive Plan Amendment was to provide that all awards under the Plan on and after April 11, 2013 would be made under the Envestnet, Inc. 2010 Long-Term Incentive Plan (the “LTIP”) and the Plan would be treated as a subplan of the LTIP.

The foregoing descriptions of the Incentive Plan Amendment are not complete and are qualified in their entirety by reference to the Incentive Plan Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Second Amendment to the Envestnet, Inc. Management Incentive Plan for Envestnet | Tamarac Management Employees.

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: May 13, 2013

SECOND AMENDMENT TO
ENVESTNET, INC. MANAGEMENT INCENTIVE PLAN
FOR ENVESTNET | TAMARAC MANAGEMENT EMPLOYEES

The Envestnet, Inc. Management Incentive Plan for Envestnet | Tamarac Management Employees (the “Plan”) is hereby amended, effective as of May 7, 2013, by the following particulars:

1. By substituting the following paragraph for the final paragraph of Subsection 1.1 of the Plan:

“It is intended that all Awards granted under the Plan prior to April 11, 2013 shall constitute ‘employee inducement awards’ within the meaning of NYSE Rule 303A.08 and shall not require shareholder approval pursuant to the foregoing Rule. Effective as of April 11, 2013, any awards made pursuant to the Plan shall be made under the Envestnet, Inc. 2010 Long-Term Incentive Plan (the “LTIP”) and the Plan shall be a subplan of the LTIP. Notwithstanding any other provision of the Plan, shares of Stock issuable under an Award granted prior to April 11, 2013 that again become available for issuance under the Plan for any reason shall, in no event, be granted or issued to any person who first became a ‘Participant’ in the Plan on or after April 11, 2013.”

2. By substituting the phrase “March 31, 2015” in each place the phrase “March 15, 2015” appears in Subsection 2.5 of the Plan.