

---

---

**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 21, 2018

---

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

---

**Delaware**  
(State or other  
jurisdiction)

**001-34835**  
(Commission  
File Number)

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

**Item 8.01 Other Events.**

On May 21, 2018, Envestnet, Inc. (the “Company”) issued a press release announcing the Company’s proposed private offering of \$300 million aggregate principal amount of convertible notes due 2023 pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”).

As required by Rule 135c under the Securities Act, a copy of the press release is filed herewith as Exhibits 99.1.

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

(d) Exhibits.

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release, dated May 21, 2018, Announcing the Launch of the Offering of the Notes.

---

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release, dated May 21, 2018, Announcing the Launch of the Offering of the Notes.</u></a>

---

**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/ Shelly O'Brien  
Name: Shelly O'Brien  
Title: Chief Legal Officer, General Counsel and Corporate Secretary

Date: May 21, 2018

**FOR IMMEDIATE RELEASE****Investnet, Inc. to Offer \$300 Million of Convertible Notes**

**CHICAGO, IL**—May 21, 2018 —Investnet, Inc. (NYSE: ENV) (the “Company”), a leading provider of intelligent systems for wealth management and financial wellness, announced today that it proposes to offer \$300 million aggregate principal amount of convertible notes due 2023 (the “Notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), subject to market conditions and other factors. The Company also expects to grant to the initial purchasers of the Notes an option to purchase within a 30-day period up to an additional \$45 million aggregate principal amount of Notes.

The Notes will be general unsecured obligations, subordinated in right of payment to the Company’s obligations under its revolving credit facility. Interest will be payable semiannually. Upon conversion, the Notes may be settled, at the Company’s election, in cash, shares of the Company’s common stock, or a combination of cash and shares of the Company’s common stock. The interest rate, conversion rate and other terms of the Notes are to be determined upon by negotiations between the Company and the initial purchasers.

The Company expects to use a portion of the net proceeds from the offering to repay the outstanding principal balance of its revolving credit facility. The Company intends to use the remaining net proceeds from the offering, as well as the increased amounts available under its revolving credit facility, for general corporate purposes, which may include selective strategic investments through acquisitions, alliances or other transactions and to opportunistically repurchase or retire its outstanding 1.75% Convertible Notes due 2019.

The Notes will only be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act. Neither the Notes nor the shares of the Company’s common stock into which the Notes are convertible have been, or will be, registered under the Securities Act or the securities laws of any other jurisdiction, and unless so registered, may not be offered or sold in the United States except pursuant to an applicable exemption from such registration requirements.

This announcement is neither an offer to sell nor a solicitation of an offer to buy the Notes (or the shares of the Company’s common stock into which the Notes are convertible), nor will there be any offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful.

**Cautionary Statement**

The statements in this release relating to the terms and timing of the proposed offering and the expected use of proceeds from the offering are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements involve risks and uncertainties that could cause actual results to differ materially, including, but not limited to, whether or not the Company will offer the Notes or consummate the offering, the



final terms of the offering, prevailing market conditions, the anticipated principal amount of the Notes, which could differ based upon market conditions, the anticipated use of the proceeds of the offering, which could change as a result of market conditions or for other reasons, and the impact of general economic, industry or political conditions in the United States or internationally. Factors that could cause such differences are described in the Company's periodic filings with SEC.

You are cautioned not to place undue reliance on the Company's forward-looking statements, which speak only as of the date such statements are made. The Company does not undertake any obligation to publicly update any forward-looking statements to reflect events, circumstances or new information after this May 21, 2018 press release, or to reflect the occurrence of unanticipated events.

#### **About Envestnet**

Envestnet, Inc. (NYSE: ENV) is a leading provider of intelligent systems for wealth management and financial wellness. Envestnet's unified technology enhances advisor productivity and strengthens the wealth management process. Envestnet empowers enterprises and advisors to more fully understand their clients and deliver better outcomes.

Envestnet enables financial advisors to better manage client outcomes and strengthen their practices. Institutional-quality research and advanced portfolio solutions are provided through Envestnet | PMC, our Portfolio Management Consultants group. Envestnet | Yodlee is a leading data aggregation and data analytics platform powering dynamic, cloud-based innovation for digital financial services. Envestnet | Tamarac provides leading rebalancing, reporting, and practice management software for advisors. Envestnet | Retirement Solutions provides an integrated platform that combines leading practice management technology, research, data aggregation and fiduciary managed account solutions.

#### **Contacts**

Investor Relations  
investor.relations@envestnet.com  
312-827-3940

or Media Relations  
mediarelations@envestnet.com