

# FORM 4

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

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Johnson James</b>		2. Issuer Name and Ticker or Trading Symbol <b>ENVESTNET, INC. [ENV]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Director</b>	
(Last) (First) (Middle) <b>35 E. WACKER DRIVE, SUITE 2400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/07/2012</b>			
(Street) <b>CHICAGO, IL 60601</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								1,774	D	
Common Stock	05/07/2012		S		3,735 (1)	D	\$ 12.43 (2)	731,633	I	By Apex Investment Fund IV L.P (3)
Common Stock	05/07/2012		S		2,379 (1)	D	\$ 12.43 (2)	466,117	I	By Apex Investment Fund V (3)
Common Stock	05/07/2012		S		110 (1)	D	\$ 12.43 (2)	21,659	I	By Apex Strategic Partners IV L.P. (3)
Common Stock	05/08/2012		S		4,952 (1)	D	\$ 12.26 (2)	726,681	I	By Apex Investment Fund IV L.P (3)
Common Stock	05/08/2012		S		3,155 (1)	D	\$ 12.26 (2)	462,962	I	By Apex Investment Fund V (3)
Common Stock	05/08/2012		S		147 (1)	D	\$ 12.26 (2)	21,512	I	By Apex Strategic Partners IV L.P. (3)
Common Stock	05/09/2012		S		328 (1)	D	\$ 12.01 (2)	726,353	I	By Apex Investment Fund IV L.P (3)
Common Stock	05/09/2012		S		210 (1)	D	\$ 12.01 (2)	462,752	I	By Apex Investment Fund V (3)
Common Stock	05/09/2012		S		10	D	\$ 12.01	21,502	I	By Apex Strategic Partners IV L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson James 35 E. WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X		Director	

## Signatures

/s/ Shelly O'Brien by power of attorney for James Johnson		05/10/2012
Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Sale pursuant to a 10b5-1 Plan.

(2) Average share sales price.

(3) Mr. Johnson is a Managing Member of Apex Management IV, LLC, which is the sole general partner of Apex Investment Fund IV, L.P. and the Manager of Apex Strategic Partners IV, LLC. Mr. Johnson is also a Member of Apex Management V, LLC, the sole general partner of Apex Investment Fund V, L.P. Mr. Johnson shares voting and dispositive power over the securities held by these funds. Mr. Johnson disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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