FORM 4

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

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

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

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Johnson James (Last) (First) (Middle)	ENVESTNET, INC. [ENV]	__X__ Director ____ 10% Owner ____ Officer (give title below) ____ Other (specify below)
35 E. WACKER DRIVE, SUITE 2400 (Street)	3. Date of Earliest Transaction (Month/Day/Year) 06/27/2012	Director
CHICAGO, IL 60601 (City) (State) (Zip)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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	06/27/2012		S		120 (1)	D	$ 12.04 (2)	722,033	I	By Apex Investment Fund IV L.P (3)
Common Stock	06/27/2012		S		76 (1)	D	$ 12.04 (2)	460,000	I	By Apex Investment Fund V (3)
Common Stock	06/27/2012		S		4 (1)	D	$ 12.04 (2)	21,374	I	By Apex Strategic Partners IV L.P. (3)
Common Stock	06/29/2012		S		1,140 (1)	D	$ 12 (2)	720,893	I	By Apex Investment Fund IV L.P (3)
Common Stock	06/29/2012		S		726 (1)	D	$ 12 (2)	459,274	I	By Apex Investment Fund V (3)
Common Stock	06/29/2012		S		34 (1)	D	$ 12 (2)	21,340	I	By Apex Strategic Partners IV L.P. (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	Title	Amount or Number of Shares				

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		06/29/2012
**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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