## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Type Responses)

#### 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

1. Name and Address of Reporting Person * Johnson James					2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X_ Director 10% Owner				
(Middle) 35 E. WACKER DRIVE, SUITE 2400					3. Date of Earliest Transaction (Month/Day/Year) 08/15/2012						Office	Officer (give title below) Other (specify below)  Director				
(Street)					4. If Amendment, Date Original Filed(Month/Day/Year)					_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
CHICAGO, IL 60601 (City) (State) (Zip)					Table I - Non-Derivative Securities Acquir						auired. Disp					
1.Title of Securit (Instr. 3)	ity		2. Transaction Date (Month/Day/Ye	Execu ar) any	eemed tion Date, if th/Day/Year)	3. Transac	tion	4. Securi (A) or D (Instr. 3,	ties A	cquired d of (D)	5. Amount Beneficiall Reported T	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6.	rship Ind Ber (D) Ow irect (In	Nature of irect neficial rnership str. 4)
Common Stoo	ck										1,774			D		
Common Stoo	ck		08/15/2012			S		180 (1)	D	\$ 12 (2)	688,434			I	In Fu	Apex vestment nd IV
Common Stoo	ck		08/15/2012			S		115 (1)	D	\$ 12 (2)	438,594			I	In	Apex vestment nd V (3)
Common Stoo	ck		08/15/2012			S		5 (1)	D	\$ 12 (2)	20,379			I	Str Pa	rategic rtners L.P. (3)
Common Stoo	ck		08/16/2012			S		4,080 (1)	D	\$ 12.02 (2)	684,354			I	In Fu	Apex vestment IV
Common Stoo	ck		08/16/2012			S		2,599 (1)	D	\$ 12.02 (2)	435,995			I	In	Apex vestment nd V (3)
Common Stoo	ck		08/16/2012			S		121 (1)	D	\$ 12.02	20,258			I	Str Pa	rategic rtners L.P. (3)
Reminder: Repor	rt on a se	eparate line t	for each class of	ecurities	beneficially o	owned direc	Per	rsons w	no res	form	to the collec are not requ rently valid	ired to res	spond u	nless	SEC 1	474 (9-02)
			Table								eially Owned					
(Instr. 3) Price	version xercise e of vative	3. Transaction Date (Month/Day	Execution (Year)	ned n Date, if	4. Transaction Code (Instr. 8)	5.	6. and (M	Date Exer d Expirati Ionth/Day	cisable on Da	Amount of Underlying Securities (Instr. 3 and 4)  Amount of Underlying Security (Instr. 5)  Instr. 3 and 4)  Derivative Securities Securities Owned Security Following Reported Transaction(s)  Instr. 5)  Derivative Securities Form of Owned Security Owned Following Reported Or Indirect (Instr. 5)			Ownersh Form of Derivativ Security: Direct (Dor Indirect	Beneficia Ownersh (Instr. 4)		

Code V (A) (D) Shares
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#### **Reporting Owners**

D 4: 0 N /	Relationships						
Reporting Owner Name / Address	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	08/17/2012		
**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.

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

(3) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.