

**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): September 24, 2024

Envestnet, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34835
(Commission File Number)

20-1409613
(IRS Employer
Identification No.)

1000 Chesterbrook Boulevard, Suite 250
Berwyn, Pennsylvania 19312
(Address of principal executive offices, including zip code)

(312) 827-2800
(Registrant's telephone number, including area code)

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.005 Per Share	ENV	New York Stock Exchange

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 5.07. Submission of Matters to a Vote of Security Holders.

On September 24, 2024, Envestnet, Inc., a Delaware corporation ("Envestnet" or the "Company"), held a special meeting of its stockholders (the "Special Meeting") to consider certain proposals related to the Agreement and Plan of Merger, dated as of July 11, 2024 (as it may be amended from time to time, the "Merger Agreement"), by and among BCPE Pequod Buyer, Inc. ("Parent"), BCPE Pequod Merger Sub, Inc., a direct, wholly owned subsidiary of Parent ("Merger Sub"), and Envestnet, pursuant to which Merger Sub will merge with and into Envestnet (the "Merger"), with Envestnet surviving the Merger and becoming a wholly owned subsidiary of Parent. Each proposal voted on at the Special Meeting is described in detail in the Company's definitive proxy statement on Schedule 14A (the "Proxy Statement") filed with the Securities and Exchange Commission ("SEC") and mailed to Company stockholders commencing on August 23, 2024.

As of the close of business on August 20, 2024, the record date for the Special Meeting, there were 55,244,657 shares of common stock of Envestnet, par value \$0.005 per share ("Envestnet Common Stock"), outstanding and entitled to be voted at the Special Meeting. A total of 43,118,361 shares of Envestnet Common Stock, representing approximately 78.05% of the outstanding shares of Envestnet Common Stock entitled to vote, were present virtually or by proxy, constituting a quorum.

The voting results for the proposals voted on at the Special Meeting are set forth below:

1. The Merger Proposal – To adopt the Merger Agreement, pursuant to which Merger Sub will merge with and into Envestnet, with Envestnet surviving the Merger and becoming a wholly owned subsidiary of Parent, and to approve the Merger.

For

Against

Abstain

Broker Non-Votes

42,827,672

193,657

97,032

-

As a result, the Merger Proposal was approved by the requisite vote of the Company's stockholders.

2. The Merger-Related Compensation Proposal – To approve, on a non-binding advisory basis, the compensation that will or may become payable by Envestnet to its named executive officers in connection with the Merger.

For	Against	Abstain	Broker Non-Votes
41,431,052	1,580,029	107,280	-

As a result, the Merger-Related Compensation Proposal was approved by the requisite vote of the Company's stockholders.

3. The Adjournment Proposal – To approve an adjournment of the Special Meeting, from time to time, if necessary or appropriate, including to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Merger Proposal or in the absence of a quorum.

Because there were sufficient votes represented at the time of the Special Meeting to approve the Merger Proposal, the Adjournment Proposal was moot and was not presented for approval by the Company's stockholders at the Special Meeting.

Item 8.01. Other Events.

On September 24, 2024, the Company issued a press release announcing the voting results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Press Release of the Company, dated September 24, 2024.
104	The cover page of this Current Report on Form 8-K formatted as Inline XBRL.

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 thereunto duly authorized.

Envestnet, Inc.

Date: September 24, 2024

By: /s/ James L. Fox
 Name: James L. Fox
 Title: Interim Chief Executive Officer

Envestnet Stockholders Approve Acquisition by Bain Capital

BERWYN, Pa. – September 24, 2024 – Envestnet, Inc. (NYSE: ENV) (“Envestnet,” or the “Company”), a leading provider of integrated technology, data intelligence, and wealth solutions, today announced that, at a special meeting (the “Special Meeting”), the Company’s stockholders approved the pending acquisition of the Company by affiliates of vehicles managed or advised by Bain Capital (the “Merger”).

Based on a preliminary tally of voting results, approximately 99.33% of the votes represented at the Special Meeting were in favor of the Merger. The final voting results of the Special Meeting will be filed in a Current Report on Form 8-K with the U.S. Securities and Exchange Commission (“SEC”).

The receipt of stockholder approval satisfies another closing condition to the Merger, in addition to the expiration of the waiting period under the Hart-Scott Rodino Antitrust Improvements Act of 1976 on September 3, 2024. The Company expects to complete the Merger in the fourth quarter of 2024, subject to the satisfaction or waiver of the remaining customary closing conditions.

About Envestnet

Envestnet is helping to lead the growth of wealth managers and transforming the way financial advice is delivered through its ecosystem of connected technology, advanced insights, and comprehensive solutions – backed by industry-leading service and support. Serving the wealth management industry for 25 years with more than \$6.2 trillion in platform assets—more than 110,000 advisors, 17 of the 20 largest U.S. banks, 48 of the 50 largest wealth management and brokerage firms, more than 500 of the largest RIAs—thousands of companies, depend on Envestnet technology and services to help drive business growth and productivity, and better outcomes for their clients. Data as of 6/30/24.

Envestnet refers to the family of operating subsidiaries of the public holding company, Envestnet, Inc. (NYSE: ENV). For a deeper dive into how Envestnet is shaping the future of financial advice, visit www.envestnet.com. Stay connected with us for the latest updates and insights on LinkedIn and X (@ENVintel).

About Bain Capital

Bain Capital, LP is one of the world’s leading private multi-asset alternative investment firms that creates lasting impact for our investors, teams, businesses, and the communities in which we live. Since our founding in 1984, we’ve applied our insight and experience to organically expand into numerous asset classes including private equity, credit, public equity, venture capital, real estate, life sciences, insurance, and other strategic areas of focus. The firm has offices on four continents, more than 1,750 employees and approximately \$185 billion in assets under management. To learn more, visit www.baincapital.com.

Cautionary Statement Regarding Forward-Looking Statements

This communication contains, and the Company’s other filings and communications may contain, forward-looking statements. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements give the Company’s current expectations relating to the Company’s financial condition, results of operations, plans, objectives, future performance and business including, without limitation, statements regarding the Merger and related transactions, the expected closing of the Merger and the timing thereof, and as to the financing commitments. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as “anticipate,” “estimate,” “expect,” “project,” “plan,” “intend,” “believe,” “may,” “will,” “should,” “can have,” “likely” and other words and terms of similar meaning. These forward-looking statements are based on management’s beliefs, as well as assumptions made by, and information currently available to, the Company.

Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected and are subject to a number of known and unknown risks and uncertainties, including: (i) the risk that the Merger may not be completed on the anticipated terms in a timely manner or at all, which may adversely affect the Company’s business and the price of the Company’s common stock; (ii) the failure to satisfy any of the conditions to the consummation of the Merger, including the receipt of certain regulatory approvals; (iii) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the merger agreement, including in circumstances requiring the Company to pay a termination fee; (iv) the effect of the announcement or pendency of the Merger on the Company’s business relationships, operating results and business generally; (v) risks that the Merger disrupts the Company’s current plans and operations (including the ability of certain customers to terminate or amend contracts upon a change of control); (vi) the Company’s ability to retain, hire and integrate skilled personnel including the Company’s senior management team and maintain relationships with key business partners and customers, and others with whom it does business, in light of the Merger; (vii) risks related to diverting management’s attention from the Company’s ongoing business operations; (viii) unexpected costs, charges or expenses resulting from the Merger; (ix) the ability to obtain the necessary financing arrangements set forth in the commitment letters received in connection with the Merger; (x) litigation and potential litigation relating to the Merger that could be instituted against the parties to the agreement or their respective directors, managers or officers, or the effects of any outcomes related thereto; (xi) the impact of adverse general and industry-specific economic and market conditions; (xii) certain restrictions during the pendency of the Merger that may impact the Company’s ability to pursue certain business opportunities or strategic transactions; (xiii) uncertainty as to timing of completion of the Merger; (xiv) risks that the benefits of the Merger are not realized when and as expected; (xv) legislative, regulatory and economic developments; (xvi) those risks and uncertainties set forth under the headings “Forward-Looking Statements” and “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023 filed with the SEC, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed by the Company with the SEC from time to time, which are available via the SEC’s website at www.sec.gov; and (xvii) those risks that are described in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”) filed with the SEC on August 23, 2024 and available from the sources indicated below.

The Company cautions you that the important factors referenced above may not contain all the factors that are important to you. These risks, as well as other risks associated with the Merger, are more fully discussed in the Proxy Statement filed with the SEC on August 23, 2024 in connection with the Merger. There can be no assurance that the Merger will be completed, or if it is completed, that it will close within the anticipated time period. These factors should not be construed as exhaustive and should be read in conjunction with the other forward-looking statements. The forward-looking statements included in this communication are made only as of the date hereof. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law. If one or more of these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, our actual results may vary materially from what we may have expressed or implied by these forward-looking statements. We caution that you should not place significant weight on any of our forward-looking statements. You should specifically consider the factors identified in this communication that could cause actual results to differ. Furthermore, new risks and uncertainties arise from time to time, and it is impossible for us to predict those events or how they may affect the Company.

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