

# FORM 4

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

OMB APPROVAL  
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### 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

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)

1. Name and Address of Reporting Person* Roame Charles		2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400		3. Date of Earliest Transaction (Month/Day/Year) 07/30/2015			
(Street) CHICAGO, IL 60601		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	07/30/2015		M <sup>(2)</sup>		163	A	\$ 0	163	D	
Common Stock	07/30/2015		J <sup>(7)</sup>		163	D	\$ 0	0	D	
Common Stock								4,469	I	See Footnote (1)

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						
Director Stock Option (Right to Buy)	\$ 12.45									02/28/2013 <sup>(3)</sup>	02/28/2022	Common Stock	2,334		2,334	I	See Footnote (1)
Director Stock Option (Right to Buy)	\$ 15.34									02/28/2014 <sup>(3)</sup>	02/28/2023	Common Stock	8,116		8,116	I	See Footnote (1)
Director Stock Option (Right to Buy)	\$ 41.84									02/28/2015 <sup>(3)</sup>	02/28/2024	Common Stock	3,506		3,506	I	See Footnote (1)
Director Stock Option (Right to Buy)	\$ 55.29									02/28/2016 <sup>(3)</sup>	02/28/2025	Common Stock	2,913		2,913	I	See Footnote (1)

Restricted Stock Award	(4)						(5)	10/29/2015	Common Stock	283		283	D	
Restricted Stock Award	(4)	07/30/2015		M		163	(6)	07/30/2016	Common Stock	327	(8)	164	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roame Charles 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

## Signatures

/s/ Shelly O'Brien, by power of attorney for Charles Roame	07/31/2015
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) Represents shares held by a trust in which Mr. Roame is the trustee.  
Represents the conversion upon vesting of restricted stock awards into common stock. The reporting person was granted 327 restricted stock units on July 30, 2014, of which 1/2 of the shares (2) subject to the restricted stock units of the grant vested on July 30, 2015. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 1, 2014.
- (3) Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.
- (4) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.  
The reporting person was granted 567 restricted stock units on October 29, 2013, of which 1/2 of the shares subject to the restricted stock units of the grant vested on October 29, 2014. The (5) common stock into which such vested restricted stock units converted on October 29, 2014 is reported in Table I on a Form 4 filed on October 31, 2014. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on October 29, 2015.  
The reporting person was granted 327 restricted stock units on July 30, 2014, of which 1/2 of the shares subject to the restricted stock units of the grant vested on July 30, 2015. The common (6) stock into which such vested restricted stock units converted on July 30, 2015 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on July 30, 2016.
- (7) Such shares were transferred from Mr. Roame to a trust in which Mr. Roame is the trustee.
- (8) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

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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