

# 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<br>Mayer Joshua |         |          | 2. Issuer Name and Ticker or Trading Symbol<br>ENVESTNET, INC. [ENV]                    |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chief Operating Officer |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/28/2016                          |  |  |   |  |  |
| 35 EAST WACKER DRIVE, SUITE 2400                        |         |          | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                              |  |  |
| (Street)  |         |          |   |  |  |   |  |  |
| CHICAGO, IL 60601                                       |         |          |   |  |  |   |  |  |
| (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                    | 02/28/2016                           |  | M                              | (1) | 3,706   | A          | \$ 0  | 6,152   | D  |   |
| Common Stock                    | 02/28/2016                           |  | F                              |     | 1,475   | D          | \$ 0  | 4,677   | D  |   |
| Common Stock                    |                                      |  |                                |     |   |            |       | 42  | I  | By Wife   |

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) |   |     |     | 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 |  |  |  |  |
| Employee Stock Option (Right to Buy)       | \$ 7.15  |                                      |  |                                |   |     |     | 05/15/2010   | 05/15/2019      | Common Stock  | 800                        |  | 800  | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 9   |                                      |  |                                |   |     |     | 07/28/2011   | 02/28/2020      | Common Stock  | 20,000                     |  | 20,000   | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   |     |     | 02/28/2012   | 02/28/2021      | Common Stock  | 10,000                     |  | 10,000   | D  |  |
| Employee Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   |     |     | 02/28/2013   | 02/28/2022      | Common Stock  | 4,418                      |  | 4,418  | D  |  |

|                                      |                |            |  |   |  |  |                           |                 |              |              |       |                |       |   |
|--------------------------------------|----------------|------------|--|---|--|--|---------------------------|-----------------|--------------|--------------|-------|----------------|-------|---|
| Employee Stock Option (Right to Buy) | \$ 15.34       |            |  |   |  |  | 02/28/2014 <sup>(3)</sup> | 02/28/2023      | Common Stock | 8,000        |       | 8,000          | D     |   |
| Employee Stock Option (Right to Buy) | \$ 41.84       |            |  |   |  |  | 02/28/2015 <sup>(3)</sup> | 02/28/2024      | Common Stock | 6,200        |       | 6,200          | D     |   |
| Employee Stock Option (Right to Buy) | \$ 53.88       |            |  |   |  |  | 02/28/2016 <sup>(6)</sup> | 02/28/2025      | Common Stock | 6,000        |       | 6,000          | D     |   |
| Restricted Stock Award               | <sup>(5)</sup> | 02/28/2016 |  | M |  |  | 1,040                     | <sup>(8)</sup>  | 02/28/2015   | Common Stock | 1,040 | <sup>(7)</sup> | 0     | D |
| Restricted Stock Award               | <sup>(5)</sup> | 02/28/2016 |  | M |  |  | 1,333                     | <sup>(9)</sup>  | 02/28/2016   | Common Stock | 1,333 | <sup>(7)</sup> | 1,334 | D |
| Restricted Stock Award               | <sup>(5)</sup> | 02/28/2016 |  | M |  |  | 1,333                     | <sup>(10)</sup> | 02/28/2017   | Common Stock | 1,333 | <sup>(7)</sup> | 2,667 | D |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Mayer Joshua<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | Chief Operating Officer |       |

## Signatures

|   |  |                     |
|---|--|---------------------|
| /s/ Shelly O'Brien, by power of attorney for Joshua Mayer |  | 03/01/2016          |
| <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 the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock"). The reporting person was granted 3,120 restricted stock units on February 28, 2013, 4,000 restricted stock units on February 28, 2014 and 4,000 restricted stock units on February 28, 2015 of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 4, 2013, March 4, 2014 and March 3, 2015.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 1,475 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2016.
- (3) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (4) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) 6,000 options were granted to the Reporting Person on February 28, 2015. Such options vest in three installments beginning on the first anniversary of the date of grant (2/28/2015).
- (7) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (8) The reporting person was granted 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. This grant was fully vested on 2/28/2016.
- The reporting person was granted 4,000 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016.
- (9) The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.
- The reporting person was granted 4,000 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016.
- (10) The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

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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