

# FORM 5

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

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response...	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

## ANNUAL 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* <b>Mayer Joshua</b>			2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Operating Officer</b>		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2016					
35 EAST WACKER DRIVE,, SUITE 2400			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Reporting (check applicable line)  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	11/03/2016		M4 <sup>(1)</sup>	3,750	A	\$ 0	5,988	D	
Common Stock	11/03/2016		F4	1,144 <sup>(2)</sup>	D	\$ 0	4,844	D	
Common Stock	02/02/2017		M4 <sup>(3)</sup>	3,750	A	\$ 0	8,594	D	
Common Stock	02/02/2017		F4	1,298 <sup>(4)</sup>	D	\$ 0	7,296	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 2270 (9-02)

**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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Award		11/03/2016		M4	3,750	(6)	08/02/2019	Common Stock	3,750	\$ 0	41,250	D		
Restricted Stock Award		02/02/2017		M4	3,750	(6)	08/02/2019	Common Stock	3,750	\$ 0	37,500	D		

### Reporting Owners

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

### Signatures

/s/ Shelly O'Brien by power of attorney for Joshua Mayer

02/14/2017

\*\*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) Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective November 3, 2016 (the "November Vested Restricted Shares"). The reporting person was granted 45,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on November 3, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016. Due to the Company's conversion to a third party stock administrator, such vesting was not immediately reported to the Company until February 13, 2017.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 1,144 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the November Vested Restricted Shares to the reporting person on November 3, 2016.
- (3) Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective February 2, 2017 (the "February Vested Restricted Shares"). The reporting person was granted 45,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on February 2, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016. Due to the Company's conversion to a third party stock administrator, such vesting was not immediately reported to the Company until February 13, 2017.
- (4) The reporting person is reporting the withholding by Envestnet, Inc. of 1,298 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the February Vested Restricted Shares to the reporting person on February 2, 2017.
- (5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (6) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.