

# 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

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>O'Brien Shelly</b>		2. Issuer Name and Ticker or Trading Symbol <b>ENVESTNET, INC. [ENV]</b>		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 Legal Officer</b>	
(Last) (First) (Middle) <b>35 EAST WACKER DRIVE, SUITE 2400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/02/2017</b>			
(Street) <b>CHICAGO, IL 60601</b>		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	05/01/2017		M		2,000 <u>(10)</u>	A	\$ 7.5	12,751	D	
Common Stock	05/01/2017		S		2,000 <u>(10)</u>	D	\$ 34.85 <u>(11)</u>	10,751	D	
Common Stock	05/02/2017		M <sup>(12)</sup>		2,083	A	\$ 0	12,834	D	
Common Stock	05/02/2017		F		892 <u>(13)</u>	D	\$ 0	11,942	D	

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
Employee Stock Option (Right to Buy)	\$ 7.5	05/01/2017		M		2,000	04/30/2009 <sup>(2)(9)</sup>	04/30/2018	Common Stock	2,000	\$ 0	0	D	
Employee Stock Option (Right to Buy)	\$ 7.15						05/15/2010 <sup>(1)</sup>	05/15/2019	Common Stock	2,000		2,000	D	
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011 <sup>(2)</sup>	07/28/2020	Common Stock	18,366		18,366	D	
Employee Stock Option (Right to Buy)	\$ 12.55						02/28/2012 <sup>(2)</sup>	02/28/2021	Common Stock	3,333		3,333	D	

Employee Stock Option (Right to Buy)	\$ 12.45						02/28/2013 <sup>(2)</sup>	02/28/2022	Common Stock	3,339		3,339	D
Employee Stock Option (Right to Buy)	\$ 15.34						02/28/2014 <sup>(2)</sup>	02/28/2023	Common Stock	7,150		7,150	D
Employee Stock Option (Right to Buy)	\$ 41.84						02/28/2015 <sup>(2)</sup>	02/28/2024	Common Stock	5,500		5,500	D
Employee Stock Option (Right to Buy)	\$ 53.88						02/29/2016 <sup>(2)</sup>	02/28/2025	Common Stock	4,800		4,800	D
Employee Stock Option (Right to Buy)	\$ 20.51						02/28/2017 <sup>(3)</sup>	02/28/2026	Common Stock	2,464		2,464	D
Employee Stock Option (Right to Buy)	\$ 31.7						03/28/2018 <sup>(3)</sup>	03/28/2027	Common Stock	1,667		1,667	D
Restricted Stock Units	<sup>(4)</sup>						<sup>(6)</sup>	02/28/2018	Common Stock	1,067 <sup>(5)</sup>		1,067	D
Restricted Stock Units	<sup>(4)</sup>						<sup>(7)</sup>	02/28/2019	Common Stock	1,643 <sup>(5)</sup>		1,643	D
Restricted Stock Units	<sup>(4)</sup>	05/02/2017		M		2,083	<sup>(8)</sup>	08/02/2019	Common Stock	2,083	<sup>(5)</sup>	18,751	D
Restricted Stock Units	<sup>(4)</sup>						<sup>(7)</sup>	03/28/2020	Common Stock	5,000 <sup>(5)</sup>		5,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Legal Officer	

## Signatures

/s/ Shelly O'Brien	05/03/2017
<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) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (2) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (4) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.

- (5) Each restricted award represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (6) The reporting person was granted 3,200 restricted stock units on February 28, 2015. 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.
- (7) These restricted stock units vest over a 3 year period, with 1/3 of the shares vesting on the first anniversary of the date of grant and one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
- (8) These restricted stock units over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.
- (9) A total of 5,000 options were granted on 04/30/2008. 2,000 options were vested and exercisable as of 05/02/2017.
- (10) Option and exercise and sale pursuant to a 10b5-1 Plan established to allow the exercise and sale of options which will be forfeited if not exercised prior to the April 30, 2018 expiration date.
- (11) The shares reported in column 4 were sold in one transaction with a price of \$34.85 per share.  
Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective May 2, 2017 (the "May Vested Restricted Shares"). The reporting person was
- (12) granted 20,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on May 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.
- (13) The reporting person is reporting the withholding by Envestnet, Inc. of 892 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the May Vested Restricted Shares to the reporting person on May 2, 2017.

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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