

# 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* <b>Johnson James</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 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) <b>35 EAST WACKER DRIVE, SUITE 2400</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/29/2017</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	05/29/2017		M	(S)	60	A	\$ 0	2,076	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	Expiration Date					
Director Stock Option (Right to Buy)	\$ 12.55							02/28/2012 (U)	02/28/2021	Common Stock	3,132	3,132	D	
Director Stock Option (Right to Buy)	\$ 12.45							02/28/2013 (U)	02/28/2022	Common Stock	6,495	6,495	D	
Director Stock Option (Right to Buy)	\$ 15.34							02/28/2014 (U)	02/28/2023	Common Stock	9,069	9,069	D	
Director Stock Option (Right to Buy)	\$ 41.84							02/28/2015 (U)	02/28/2024	Common Stock	3,983	3,983	D	
Director Stock Option (Right to Buy)	\$ 55.29							02/28/2016 (U)	02/28/2025	Common Stock	3,219	3,219	D	

Director Stock Option (Right to Buy)	\$ 20.51						02/28/2017 <sup>(1)</sup>	02/28/2026	Common Stock	6,310		6,310	D
Director Stock Option (Right to Buy)	\$ 31.7						03/28/2018 <sup>(6)</sup>	03/28/2027	Common Stock	2,566		2,566	D
Restricted Stock Units	<sup>(2)</sup>	05/29/2017		M			<sup>(3)</sup>	02/28/2019	Common Stock	60	<sup>(4)</sup>	426	D
Restricted Stock Units	<sup>(2)</sup>						<sup>(3)</sup>	03/28/2020	Common Stock	2,345 <sup>(4)</sup>		2,345	D

## Reporting Owners

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

## Signatures

/s/ Shelly O'Brien, by power of attorney for James Johnson		05/31/2017
<sup>**</sup> 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) 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.
- (2) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) This restricted stock award vests over a 3 year period, one third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.
- (4) Each restricted stock award represents the contingent right to receive one share of common stock upon the vesting of the unit.  
Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective May 29, 2017. The reporting person was granted 728 stock units on February 29, 2016 of which one-third of the total amount vested on February 28, 2017 (the first anniversary of the date of grant) and then one-twelfth of the total amount vests on each three-month anniversary. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- (5) 2016 of which one-third of the total amount vested on February 28, 2017 (the first anniversary of the date of grant) and then one-twelfth of the total amount vests on each three-month anniversary. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- (6) This option grant vests over a 3-year period, one-third of the total amount vests on the first applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

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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