

FORM 4

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

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| 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* Mayer Joshua | | 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) Chief Operating Officer | |
| (Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400 | | 3. Date of Earliest Transaction (Month/Day/Year) 08/18/2017 | | | |
| (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) | | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | |

| 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 | 08/18/2017 | | S | | 1,500 | D | \$ 43.663 | 13,796 | 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) | 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$ 7.15 | | | | | 05/15/2010 ⁽¹⁾ | 05/15/2019 | Common Stock | 800 | | 800 | D | |
| Employee Stock Option (Right to Buy) | \$ 9 | | | | | 07/28/2011 ⁽²⁾ | 07/28/2020 | Common Stock | 20,000 | | 20,000 | D | |
| Employee Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽¹⁾ | 02/28/2021 | Common Stock | 10,000 | | 10,000 | D | |
| Employee Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽¹⁾ | 02/28/2022 | Common Stock | 4,418 | | 4,418 | D | |

| | | | | | | | | | | | | | | |
|--------------------------------------|----------|--|--|--|--|--|--|---------------------------|------------|--------------|---------------|--|--------|---|
| Employee Stock Option (Right to Buy) | \$ 15.34 | | | | | | | 02/28/2014 ⁽¹⁾ | 02/28/2023 | Common Stock | 8,000 | | 8,000 | D |
| Employee Stock Option (Right to Buy) | \$ 41.84 | | | | | | | 02/28/2015 ⁽¹⁾ | 02/28/2024 | Common Stock | 6,200 | | 6,200 | D |
| Employee Stock Option (Right to Buy) | \$ 53.88 | | | | | | | 02/28/2016 ⁽¹⁾ | 02/27/2025 | Common Stock | 6,000 | | 6,000 | D |
| Employee Stock Option (Right to Buy) | \$ 20.51 | | | | | | | 02/28/2017 ⁽³⁾ | 02/28/2026 | Common Stock | 3,234 | | 3,234 | D |
| Employee Stock Option (Right to Buy) | \$ 31.7 | | | | | | | 03/28/2018 ⁽³⁾ | 03/28/2027 | Common Stock | 2,233 | | 2,233 | D |
| Restricted Stock Units | (4) | | | | | | | (6) | 02/28/2018 | Common Stock | 1,334 (5) | | 1,334 | D |
| Restricted Stock Units | (4) | | | | | | | (7) | 02/28/2019 | Common Stock | 1,887 (5) | | 1,887 | D |
| Restricted Stock Units | (4) | | | | | | | (8) | 08/02/2019 | Common Stock | 30,000 (5) | | 30,000 | D |
| Restricted Stock Units | (4) | | | | | | | (7) | 03/28/2020 | Common Stock | 6,700 (5) | | 6,700 | 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 D. Mayer | 08/22/2017 |
| <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) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.
- (3) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the 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 stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (7) These restricted stock units vest 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 units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

(8) These restricted stock units vest over a 3 -year period; one-twelfth of the total amount vests 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 is insufficient, *see* Instruction 6 for procedure.

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