

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	0.5

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* O'Brien Shelly		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 Legal Officer	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2017		
35 EAST WACKER DRIVE, SUITE 2400			4. If Amendment, Date Original Filed(Month/Day/Year) 11/03/2017		
(Street)			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		
CHICAGO, IL 60601					
(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	11/01/2017		M ⁽¹⁾		3,000	A	\$ 9	16,292	D	
Common Stock	11/01/2017		S ⁽¹⁾		3,000	D	\$ 53.28 (2)	13,292 (3)	D	
Common Stock	11/02/2017		M ⁽⁴⁾		2,083	A	(4)	37,260 (5) (6)	D	
Common Stock	11/02/2017		F ⁽⁷⁾		977	D	\$ 53.7	36,283 (5) (6)	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)
						Date Exercisable	Expiration Date					
Employee Stock Option (Right to Buy)	\$ 9	11/01/2017		M ⁽¹⁾	3,000	07/28/2011 ⁽⁸⁾	07/28/2020	Common Stock 3,000	\$ 0	12,366	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	11/09/2017
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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) Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3. The sale was pursuant to a Rule 10b5-1 plan that covers the cashless exercise and sale of stock options prior to their expiration date.
- (2) The Common Shares reported herein as being sold were sold at a range of between \$53.10 and \$53.60 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
- (3) This total has been corrected from the original Form 4 filing to reflect the option exercise to which this sale relates.
Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective November 2, 2017 (the "November Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person was granted 25,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on November 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.
- (5) Starting with the November 2, 2017 vesting of restricted stock units, the issuer's method of reporting restricted stock units has been revised to report such grants in Table I rather than as previously reported in Table II. Accordingly, amount includes unvested restricted stock units previously reported in Table II.
- (6) This total has been corrected from the original Form 4 filing to reflect the option exercise and sale to which this amendment relates.
- (7) The reporting person is reporting the withholding by Envestnet, Inc. of 977 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 Stock Units to the reporting person on November 2, 2017.
- (8) Original option grant vested in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

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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