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

(D

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

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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

(Thit of Type (Copolises)											
1. Name and Address of Reporting Person <sup>*</sup> D'Arrigo Peter	-	2. Issuer Name and ENVESTNET, II			ig Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner				
(Last) (First) 35 EAST WACKER DRIVE, SUITE	0.400	3. Date of Earliest Transaction (Month/Day/Year) 07/28/2010						X_Officer (give title below)Other (specify below) Chief Financial Officer			
(Street) CHICAGO, IL 60601		4. If Amendment, Date Original Filed(Month/Day/Year) 07/30/2010						6. Individual or Joint/Group Filing/Check Applicable Line) _X_Form filed by One Reporting Person 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     2. Transaction       (Instr. 3)     Date       (Month/Day/Year)		Execution Date, if	(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)	7. Nature of Indirect Beneficial Ownership	
		(wonth/Day/real)	Code	v	Amount	(A) or (D)	Price	x ,	or Indirect (I) (Instr. 4)		

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 SEC 1474 (9-02) in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	Conversion	Date (Month/Day/Year)		Code	ion	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date	7. Title and of Underlyin Securities (Instr. 3 and	ng	8. Price of 9. Number of Derivative Security (Instr. 5) Beneficially Owned Following Reported Transaction(s	Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	v	(A)	(D)	Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Option (Right to Buy)	\$9	07/28/2010		А		86,000		<u>(1)</u>	07/28/2020	Common Stock	86,000	\$ 9	312,000	D	

### **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
D'Arrigo Peter 35 EAST WACKER DRIVE, SUITE 2400 CHICAGO, IL 60601			Chief Financial Officer					

## Signatures

 /s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo
 07/30/2010

 \*\*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).

 $(1) \begin{array}{l} 86,000 \text{ options were granted to the Reporting Person on 7/28/2010. Of such 86,000 options, 21,500 will vest on 7/28/2011, 21,500 will vest on 7/28/2012, 21,500 will vest on 7/28/2013, and the remaining 21,500 will vest on 7/28/2014. \end{array}$ 

#### **Remarks:**

Amendment filing to correct the Derivative transaction from disposed of, as previously filed, to acquired.

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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