

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Smith Gregory A</u> <hr/> (Last) (First) (Middle) <u>1000 CHESTERBROOK BOULEVARD,</u> <u>SUITE 250</u> <hr/> (Street) <u>BERWYN PA 19312</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ENVESTNET, INC. [ ENV ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/25/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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	11/25/2024		D <sup>(1)</sup>		31,166 <sup>(2)</sup>	D <sup>(1)</sup>	\$63.15	0	D	

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	(3)	11/25/2024		D <sup>(3)</sup>			8,038	(3)	(3)	Common Stock	8,038	(3)	0	D	

**Explanation of Responses:**

- Pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated July 11, 2024, by and among the Issuer, BCPE Pequod Merger Sub, Inc. ("Merger Sub") and BCPE Pequod Buyer, Inc. ("Parent"), Merger Sub merged with and into the Issuer (the "Merger") with the Issuer surviving the Merger as a wholly owned subsidiary of Parent, and at the time of the Merger (the "Effective Time") each issued and outstanding share of the Issuer's Common Stock, par value \$0.005 per share (the "Common Stock") owned by the reporting person was cancelled and converted into the right to receive \$63.15 per share in cash without interest (the "Per Share Price").
- Includes restricted share units not subject to performance-based requirements ("RSUs"). Pursuant to the Merger Agreement, each RSU was, at the Effective Time, cancelled and converted into a right to receive (i) to the extent vested as of immediately prior to the Effective Time, a cash payment equal to (a) the Per Share Price multiplied by (b) the total number of shares of Common Stock subject to such RSU as of immediately prior to the Effective Time, and (ii) to the extent unvested as of immediately prior to the Effective Time, an amount in cash equal to the (x) the Per Share Price, multiplied by (y) the total number of shares of Common Stock subject to such RSU as of immediately prior to the Effective Time.
- This stock option was cancelled in the Merger and converted into the right to receive an amount in cash equal to the product of (x) the excess, if any, of the Per Share Price over the exercise price per share Common Stock subject to such stock option as of the Effective Time, multiplied by (y) the total number of shares of Common Stock subject to such stock option immediately prior to the Effective Time.

/s/ Shelly O'Brien, by Power-of-Attorney for Gregory A. Smith 11/25/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.