

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).

Represents restricted stock units that 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 (1) then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter. These restricted stock units convert into common stock on a one-for-one basis.

(2) The reporting person is reporting the withholding by Envestnet, Inc. of shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of restricted stock units.

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

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