

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Grisin Scott D		2. Issuer Name and Ticker or Trading Symbol ENVESTNET, INC. [ENV]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Technology Officer	
(Last) (First) (Middle) 35 EAST WACKER DRIVE, SUITE 2400		3. Date of Earliest Transaction (Month/Day/Year) 11/19/2019			
(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 ____ 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	11/19/2019		M ⁽¹⁾		15,000	A	\$ 9	203,387	D	
Common Stock	11/19/2019		S ⁽¹⁾		15,000	D	\$ 64.93 ⁽²⁾	188,387	D	
Common Stock	11/20/2019		M ⁽¹⁾		11,000	A	\$ 9	199,387	D	
Common Stock	11/20/2019		S ⁽¹⁾		11,000	D	\$ 64.99 ⁽³⁾	188,387	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)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$ 9.00	11/19/2019		M		15,000	07/28/2011 ⁽⁴⁾	07/28/2020	Common Stock	15,000.00	\$ 0	11,000 ⁽⁵⁾	D	
Employee Stock Option (Right to Buy)	\$ 9.00	11/20/2019		M		11,000	07/28/2011 ⁽⁴⁾	07/28/2020	Common Stock	11,000.00	\$ 0	0 ⁽⁵⁾	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Grisin Scott D 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Technology Officer	

Signatures

/s/ Shelly O'Brien, by Power-of-Attorney for Scott D. Grisin 11/21/2019

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.
- The Common Shares reported herein as being sold were sold at a range of between \$64.79 and \$65.01 per share. The sale price reported above represents the weighted average sale price for the
- (2) reported transaction and has been rounded to the nearest cent. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- The Common Shares reported herein as being sold were sold at a range of between \$64.85 and \$65.17 per share. The sale price reported above represents the weighted average sale price for the
- (3) reported transaction and has been rounded to the nearest cent. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.
- (4) Original option grant vested in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (5) Total does not include options from other tranches with different exercise prices, vesting dates, and expiration dates.

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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