

ENVESTNET, INC.

Form 4

March 04, 2014

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Brandon

(Last) (First) (Middle)

35 EAST WACKER DRIVE, SUITE
2400

(Street)

CHICAGO, IL 60601

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENVESTNET, INC. [ENV]

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Investment Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	02/28/2014		M ⁽¹⁾	2,103 A \$ 0	223,349	D	
Common Stock	02/28/2014		F	666 ⁽²⁾ D \$ 0	222,683	D	
Common Stock					13,938	I	See footnote ⁽³⁾

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 in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

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)	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Award	(4)	02/28/2014		M	2,103	(5) (5)	Common Stock 2,103
Employee Stock Option (Right to Buy)	\$ 41.84	02/28/2014		A	6,200	(6) 02/28/2024	Common Stock 6,200
Restricted Stock Award	(7)	02/28/2014		A	4,000	(8) 02/28/2017	Common Stock 4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Thomas Brandon 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	Chief Investment Officer

Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon
Thomas

03/04/2014

__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) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock #1"). The reporting person was granted 3,189 restricted stock units on February 29, 2012 and 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2014. Such restricted stock units were

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previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2012 and March 4, 2013.

The reporting person is reporting the withholding by Envestnet, Inc. of 666 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock #1 to the reporting person on February 28, 2014.

(3) Represents shares held by a trust in which Mr. Thomas is the trustee.

(4) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. common stock.

The reporting person was granted 3,189 restricted stock units on February 29, 2012 and 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2014. The common stock into which

(5) such vested restricted stock units converted on February 28, 2014 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

(6) 6,200 options were granted to the Reporting Person on February 28, 2014. Such options vest in three installments beginning on the first anniversary of the date of grant (2/28/2015).

(7) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

(8) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.

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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