

ENVESTNET, INC.  
Form 4  
March 02, 2016

**FORM 4**

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cragr William

(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)  
02/29/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					141,329	D	
Common Stock					100	I	By wife

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

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SEC 1474 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 0.1069					04/26/2007 <sup>(2)</sup>	04/26/2017	Common Stock	2,800
Employee Stock Option (Right to Buy)	\$ 1.075					04/26/2007 <sup>(1)</sup>	04/26/2017	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 7.5					04/26/2007 <sup>(1)</sup>	04/26/2017	Common Stock	80,000
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(1)</sup>	04/30/2018	Common Stock	14,000
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2010 <sup>(1)</sup>	05/15/2019	Common Stock	12,000
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(2)</sup>	07/28/2020	Common Stock	164,000
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(1)</sup>	02/28/2021	Common Stock	25,000

Buy)

Employee  
Stock

Option \$ 12.45  
(Right to  
Buy)

02/28/2013<sup>(1)</sup> 02/28/2022

Common  
Stock

13,95

Employee  
Stock

Option \$ 15.34  
(Right to  
Buy)

02/28/2014<sup>(1)</sup> 02/28/2023

Common  
Stock

13,50

Employee  
Stock

Option \$ 41.84  
(Right to  
Buy)

02/28/2015<sup>(1)</sup> 02/28/2024

Common  
Stock

14,10

Employee  
Stock

Option \$ 53.88  
(Right to  
Buy)

02/29/2016<sup>(1)</sup> 02/28/2025

Common  
Stock

11,40

Employee  
Stock

Option \$ 20.51 02/29/2016

A 5,852

02/28/2017<sup>(8)</sup> 02/28/2026

Common  
Stock

5,85

Restricted  
Stock  
Award

<sup>(4)</sup>

<sup>(5)</sup>

02/28/2017

Common  
Stock

5,934

Restricted  
Stock  
Award

<sup>(4)</sup>

<sup>(6)</sup>

02/28/2018

Common  
Stock

7,600

Restricted  
Stock  
Awarded

<sup>(4)</sup>

02/29/2016

A 5,852

<sup>(7)</sup>

02/28/2019

Common  
Stock

5,85

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Crager William  
35 EAST WACKER DRIVE  
SUITE 2400  
CHICAGO, IL 60601

President

## Signatures

/s/ Shelly O'Brien, by power of attorney for William  
Crager

03/02/2016

\_\_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) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
  - (2) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
  - (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
  - (4) Each restricted unit represents the contingent right to receive one share of common stock upon the vesting of the unit.

The reporting person was granted 8,900 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 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.
  - (5) The reporting person was granted 7,600 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 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.
  - (7) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
  - (8) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

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.