

Thomas Brandon  
Form 4  
August 05, 2010

**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, 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 \*  
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)  
08/03/2010

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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price
Common Stock	08/03/2010		J <sup>(1)</sup>		93,784	A	②
					239,584	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)**

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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. P
				Code V (A) (D)	(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Common Stock (3)	(2)	08/03/2010		J(1)	93,784(3)	(2) (2)	Common Stock	93,784

**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  
 Thomas 08/05/2010  
\*\*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) On August 3, 2010, The EnvestNet Group, Inc. ("ENG") merged with and into the Issuer, with the Issuer being the surviving entity. Pursuant to the merger, all of the shareholders of ENG, including the Reporting Person, exchanged their ENG common shares and preferred shares for shares of the Issuer's Common Stock and all of the Issuer common shares and preferred shares that were held by ENG became part of the Issuer's treasury stock. The shares referred to in Table I, Item 4 reflect the Reporting Person's acquisition of Issuer Common Stock pursuant to such exchange.
  - (2) On August 3, 2010, pursuant to the merger referred to above, each share of ENG's common stock was exchanged for 0.0935 shares of the Issuer's Common Stock. The ENG common stock had no expiration date.
  - (3) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 93,784 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person.
- 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.