

ENVESTNET, INC.  
Form 3  
April 07, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Mayer Joshua		(Month/Day/Year)	ENVESTNET, INC. [ENV]	
(Last)	(First)	04/01/2014		
35 EAST WACKER DRIVE, SUITE 2400			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CHICAGO, IL 60601			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Chief Operating Officer	<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,507	D	
Common Stock	42	I	By wife

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

SEC 1473 (7-02)

**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 number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	05/15/2019	Common Stock	800	\$ 7.15	D	Â
Stock Option (right to buy)	Â (2)	07/28/2020	Common Stock	20,000	\$ 9	D	Â
Stock Option (right to buy)	Â (3)	02/28/2021	Common Stock	10,000	\$ 12.55	D	Â
Stock Option (right to buy)	Â (4)	02/28/2022	Common Stock	4,418	\$ 12.45	D	Â
Stock Option (right to buy)	Â (5)	02/28/2023	Common Stock	8,000	\$ 15.34	D	Â
Stock Option (right to buy)	Â (6)	02/28/2024	Common Stock	6,200	\$ 41.84	D	Â
Restricted Stock Award	Â (8)	02/28/2015	Common Stock	1,167	\$ (7)	D	Â
Restricted Stock Award	Â (9)	02/28/2016	Common Stock	2,080	\$ (7)	D	Â
Restricted Stock Award	Â (10)	02/28/2017	Common Stock	4,000	\$ (7)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mayer Joshua 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	Â	Â	Â Chief Operating Officer	Â

## Signatures

/s/ Shelly O'Brien, by power of attorney for Joshua Mayer 04/07/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 2,400 options were granted to the Reporting Person on 5/15/2009. Of such 2,400 options, all options are now vested, with 800 options exercisable and outstanding.
- (2) 40,000 options were granted to the Reporting Person on 7/28/2010. Of such 40,000 options, 20,000 options vested, were exercised and are no longer outstanding, 10,000 options are exercisable and outstanding and the remaining 10,000 will vest on 7/28/2014.

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- (3) 10,000 options were granted to the Reporting Person on 2/28/2011. Of such 10,000 options, 3,333 vested on 2/28/2012, 3,334 vested on 2/28/2013, and 3,333 vested on 2/28/2014.
- (4) 4,418 options were granted to the Reporting Person on 2/29/2012. Of such 4,418 options, 1,473 vested on 2/28/2013, 1,472 vested on 2/28/2014, and the remaining 1,473 will vest on 2/28/2015.
- (5) 8,000 options were granted to the Reporting Person on 2/28/2013. Of such 8,000 options, 2,667 vested on 2/28/2014 and 2,666 will vest on 2/28/2015 and 2,667 will vest on 2/28/2016.
- (6) 6,200 options were granted to the Reporting Person on 2/28/2014. Of such 6,200 options, 2,066 will vest on 2/28/2015, 2,067 will vest on 2/28/2016 and 2,067 will vest on 2/28/2017.
- (7) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of this unit.
- On February 29, 2012, the Reporting Person was granted 3,500 restricted stock units, of which 2/3 of the shares subject to the restricted stock award vested on February 28, 2013 and February 28, 2014. The common stock into which such vested restricted stock units converted on February 28, 2013 and February 28, 2014 respectively. The aggregate number of shares minus withholding by Envestnet, Inc. of shares of common stock to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the Converted Common Stock is included in Table I on this Form 3. The remaining unvested restricted stock units will vest on February 28, 2015.
- (8) On February 28, 2013, the Reporting Person was granted 3,120 restricted stock units, of which 1/3 of the shares subject to the restricted stock award vested on February 28, 2014. The common stock into which such vested restricted stock units converted on February 28, 2014. The aggregate number of shares minus withholding by Envestnet, Inc. of shares of common stock to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the Converted Common Stock is included in Table I on this Form 3. 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.
- (9) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.
- (10) 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. 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.