

ENVESTNET, INC.  
Form 4  
March 29, 2017

**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 \*  
Crager 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)  
03/27/2017

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)			
			Code	V	Amount or Price					
Common Stock	03/27/2017		M		2,500 (10)	A	\$ 7.5	148,370	D	
Common Stock	03/27/2017		S		2,500 (10)	D	\$ 31.33 (11)	145,870	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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 7.5	03/27/2017		M	2,500	04/26/2007 <sup>(1)(9)</sup>	04/26/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.5					04/30/2009 <sup>(1)</sup>	04/30/2018	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.15					05/15/2010 <sup>(1)</sup>	05/15/2019	Common Stock
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011 <sup>(2)</sup>	07/28/2020	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(1)</sup>	02/28/2021	Common Stock
Employee Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(1)</sup>	02/28/2022	Common Stock
Employee Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(1)</sup>	02/28/2023	Common Stock
Employee Stock Option (Right to Buy)	\$ 41.84					02/28/2015 <sup>(1)</sup>	02/28/2024	Common Stock



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- (7) The reporting person was granted 5,862 restricted stock units on February 29, 2016. These restricted stock units vest over a 3 year period, one third of the total amount vests on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.

- (8) The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods, with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.

- (9) A total of 80,000 options were granted on 04/26/2007. 4,852 options were vested and exercisable as of 03/27/2017.

- (10) Option exercise and sale pursuant to a 10b5-1 plan established to allow the exercise and sale of options which will be forfeited if not exercised prior to the April 26, 2017 expiration date.

- (11) The shares reported in column 4 were sold in multiple transactions with a weighted average price of \$31.33 per share.

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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