

ENVESTNET, INC.  
Form 4  
September 01, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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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 \*  
AOS Partners, LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 EAST WACKER DRIVE, SUITE 2400,

3. Date of Earliest Transaction (Month/Day/Year)  
08/31/2010

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

**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 (D) Price   |   |  |                                   |
| Common Stock                    | 08/31/2010                           |  | S                              | 102,634 (1)   | D \$ 9 6,801,017  | D  |                                   |

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 number.**

SEC 1474 (9-02)

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| AOS Partners, LP<br>35 EAST WACKER DRIVE, SUITE 2400<br>CHICAGO, IL 60601         |               | X         |         |       |
| GRP II Investors, L.P.<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               | X         |         |       |
| GRP II Partners, L.P.<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601  |               | X         |         |       |
| GRPVC, L.P.<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601            |               | X         |         |       |

## Signatures

|   |            |
|---|------------|
| /s/ Shelly O'Brien, by power of attorney for AOS Partners, L.P.     | 09/01/2010 |
| __Signature of Reporting Person                                     | Date       |
| /s/ Shelly O'Brien, by power of attorney for GRP II Investors, L.P. | 09/01/2010 |
| __Signature of Reporting Person                                     | Date       |
| /s/ Shelly O'Brien, by power of attorney for GRP II Partners, L.P.  | 09/01/2010 |
| __Signature of Reporting Person                                     | Date       |
| /s/ Shelly O'Brien, by power of attorney for GRPVC, L.P.            | 09/01/2010 |

\_\_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).

On August 31, 2010, the issuer closed the underwriters' overallotment option to purchase up to 15% more shares from the issuer and its (1) selling stockholders pursuant the issuer's initial public offering ("IPO"). Shares were sold ratably based on shares sold in the IPO, at the same terms as the IPO.

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.