

ENVESTNET, INC.  
 Form 3  
 November 27, 2015

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

OMB APPROVAL  
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**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 and Ticker or Trading Symbol      |  |
| Arora Anil                                |         | (Month/Day/Year)                     | ENVESTNET, INC. [ENV]                            |  |
| (Last)                                    | (First) | (Middle)                             | 11/19/2015                                       |  |
| 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 checked="" type="checkbox"/> Director     | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> 10% Owner               | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input type="checkbox"/> Officer                 | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below)                               | (specify below)  |

**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                    | 92,835  | D  |   |
| Common Stock                    | 136   | I  | By Trust for child #1 <sup>(1)</sup>                  |
| Common Stock                    | 136   | I  | By Trust for child #2 <sup>(1)</sup>                  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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|                        | Date Exercisable | Expiration Date | Derivative Security (Instr. 4)<br>Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Restricted Stock Award | Â (3)            | Â (10)          | Common Stock                            | 1,883                      | \$ (2)                                   | D  | Â          |
| Restricted Stock Award | Â (4)            | Â (10)          | Common Stock                            | 6,791                      | \$ (2)                                   | D  | Â          |
| Restricted Stock Award | Â (5)            | Â (10)          | Common Stock                            | 11,257                     | \$ (2)                                   | D  | Â          |
| Restricted Stock Award | Â (6)            | Â (10)          | Common Stock                            | 20,783                     | \$ (2)                                   | D  | Â          |
| Restricted Stock Award | Â (7)            | Â (10)          | Common Stock                            | 7,772                      | \$ (2)                                   | D  | Â          |
| Restricted Stock Award | Â (8)            | Â (10)          | Common Stock                            | 12,154                     | \$ (2)                                   | D  | Â          |
| Restricted Stock Award | Â (9)            | Â (10)          | Common Stock                            | 40,169                     | \$ (2)                                   | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Arora Anil<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ Shelly O'Brien, by power of attorney for Anil Arora

11/27/2015

\*\*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) These shares are held in trust for the benefit of a child of the reporting person for which the reporting person serves as trustee. The reporting person shares voting and investment control over the shares but disclaims beneficial ownership of the shares.
  - (2) Each share of restricted stock is one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested.
  - (3) The reporting person was granted 1,833 shares of restricted stock on November 19, 2015, pursuant to the terms of the Agreement and Plan of Merger dated August 10, 2015 (the "Merger Agreement") by and among Issuer, Yale Merger Corp ("Merger Sub") and Yodlee, Inc. ("Yodlee"). Yodlee Merger Sub merged with and into Yodlee (the "Merger"). This restricted stock vests monthly in 6 equal

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installments until May 16, 2016.

- (4) The reporting person was granted 6,791 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock vests monthly in 17 equal installments until April 1, 2017.
- (5) The reporting person was granted 11,257 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock vests monthly in 29 equal installments until March 31, 2018.
- (6) The reporting person was granted 20,873 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock vests monthly in 40 equal installments until February 24, 2019.
- (7) The reporting person was granted 7,772 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock award vests quarterly in 5 equal installments until January 1, 2017.
- (8) The reporting person was granted 12,154 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock award vests annually in 3 equal installments until May 15, 2018.
- (9) The reporting person was granted 40,169 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock award vests annually in 3 equal installments until February 24, 2018.
- (10) Each share of restricted stock represents one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested.

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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