ENVESTNET, INC. Form 4 March 02, 2016

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

2. Issuer Name and Ticker or Trading

See Instruction 1(b).

(Last)

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person \* Majoros Matthew

(Middle)

Symbol

ENVESTNET, INC. [ENV]

3. Date of Earliest Transaction

(Month/Day/Year)

35 EAST WACKER DRIVE, SUITE 02/29/2016 2400

(Street)

(First)

Filed(Month/Day/Year)

3.

4. If Amendment, Date Original

Applicable Line) \_X\_ Form filed by One Reporting Person 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

Issuer

below)

Director

X\_ Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Principal Accounting Officer

6. Individual or Joint/Group Filing(Check

below)

10% Owner

Other (specify

Estimated average

burden hours per

(A) or

Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

3,939

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: ENVESTNET, INC. - Form 4

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. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.45					02/22/2011(1)	02/22/2020	Common Stock	1,000
Employee Stock Option (Right to Buy)	\$ 9					07/28/2011(2)	07/28/2020	Common Stock	3,000
Restricted Stock Unit	(3)					<u>(5)</u>	02/28/2017	Common Stock	667 <u>(4</u>
Restricted Stock Unit	(3)					<u>(6)</u>	02/28/2018	Common Stock	1,217 (4)
Restricted Stock Unit	(3)	02/29/2016		A	1,429	<u>(7)</u>	02/28/2019	Common Stock	1,429

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
noporous o mari ramo / radaross	Director	10% Owner	Officer	Other			
Majoros Matthew 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Principal Accounting Officer				

## **Signatures**

/s/ Shelly O'Brien, by power of attorney for Matthew Majoros	03/02/2016	
**Signature of Reporting Person	Date	

Reporting Owners 2

#### **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).
- Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable"
- (2) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (3) Each restricted stock is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (4) Each restricted stock represents the contingent right to receive one share of common stock upon vesting of the unit.
- The reporting person was granted 2,000 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock unit of each grant vested on February 28, 2016. 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 units on each succeeding February 28th until fully vested.
- The reporting person was granted 1,825 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted (6) stock unit of each grant vested on February 28, 2016.. 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 units on each succeeding February 28th until fully vested.
- (7) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

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.