ENVESTNET, INC. Form 4 March 02, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

See Instruction 1(b).

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)

(Last)

(City)

2400

1. Name and Address of Reporting Person * Grinis Scott D

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Issuer

ENVESTNET, INC. [ENV]

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

35 EAST WACKER DRIVE, SUITE 02/29/2016

Director 10% Owner X_ Officer (give title Other (specify below) Chief Technology Officer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Zip)

(Middle)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

CHICAGO, IL 60601

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

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

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

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

(A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 210,693 Stock

(Month/Day/Year)

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

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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. Transacti Code (Instr. 8)	ion ((((Securiti	vative es ed	6. Date Exercisal Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	7	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Employee Stock Option (Right to Buy)	\$ 7.5							02/01/2006(1)	11/14/2015	Common Stock	12,00
Employee Stock Option (Right to Buy)	\$ 7.5							06/06/2008(1)	06/16/2018	Common Stock	9,000
Employee Stock Option (Right to Buy)	\$ 7.5							04/26/2007(2)	04/26/2017	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 9							07/28/2011(2)	02/28/2020	Common Stock	56,00
Employee Stock Option (Right to Buy)	\$ 12.55							02/28/2012(1)	02/28/2021	Common Stock	10,00
Employee Stock Option (Right to Buy)	\$ 12.45							02/28/2013(1)	02/28/2022	Common Stock	10,19
Employee Stock Option (Right to Buy)	\$ 15.34							02/28/2014(1)	02/28/2023	Common Stock	8,000

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Employee Stock Option (Right to Buy)	\$ 41.84				02/28/2015(1)	02/28/2024	Common Stock	6,200
Employee Stock Option (Right to Buy)	\$ 53.88				02/28/2016(1)	02/28/2025	Common Stock	6,000
Employee Stock Option (Right to Buy)	\$ 20.51	02/29/2016	A	3,234	02/28/2017(7)	02/28/2025	Common Stock	3,234
Restricted Stock Unit	<u>(3)</u>				(5)	02/28/2017	Common Stock	1,333 (4)
Restricted Stock Unit	(3)				<u>(6)</u>	02/28/2018	Common Stock	1,333 (4)
Restricted Stock Unit	<u>(3)</u>	02/29/2016	A	3,234	(8)	02/28/2019	Common Stock	3,234

Reporting Owners

Reporting Owner Name / Address		Relationships		
	Director	10% Owner	Officer	Other

Grinis Scott D 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601

Chief Technology Officer

Signatures

/s/ Shelly O'Brien, by power of attorney for Scott
Grinis

03/02/2016

**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).
- Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- 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 unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (4) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.

Reporting Owners 3

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- The reporting person was granted 4,000 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 4,000 restricted stock units on February 28, 2015, 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.
- (7) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (8) 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.