

ENVESTNET, INC.
Form 4
May 12, 2016

FORM 4

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

OMB APPROVAL

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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 *
Roame Charles

(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)
05/10/2016

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/10/2016 | | P | 282 A \$ 31.65 | 282 | D | |
| Common Stock | 05/10/2016 | | G | 282 D \$ 0 | 8,024 | I | See Footnote (1) |
| Common Stock | 05/10/2016 | | P | 3,146 A \$ 31.74 | 3,146 | I | By Tiburon Strategic Advisors, LLC (9) |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽²⁾ 02/28/2022 | Common Stock | 2,334 |
| Director Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽²⁾ 02/28/2023 | Common Stock | 8,116 |
| Director Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽²⁾ 02/28/2024 | Common Stock | 3,506 |
| Director Stock Option (Right to Buy) | \$ 55.29 | | | | | 02/28/2016 ⁽²⁾ 02/28/2025 | Common Stock | 2,913 |
| Director Stock Option (Right to Buy) | \$ 20.51 | | | | | 02/28/2017 ⁽²⁾ 02/28/2026 | Common Stock | 5,655 |
| | ⁽³⁾ | | | | | ⁽⁴⁾ 07/30/2016 | | 164 ⁽⁵⁾ |

| | | | | | |
|------------------------------|-----|-----|------------|-----------------|-------|
| Restricted Stock Award | | | | Common Stock | |
| Restricted Stock Award | (3) | (6) | 02/28/2019 | Common Stock | 641 |
| Restricted Stock Award | (3) | (7) | 02/28/2018 | Common Stock | 4,876 |
| Restricted Stock Award | (3) | (8) | 02/28/2019 | Common Stock | 2,925 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Roame Charles 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | X | | | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Charles
Roame

05/12/2016

__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).

(1) Represents shares held by a trust in which Mr. Roame is the trustee.

(2) Original option grant vests monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.

(3) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.

(4) The reporting person was granted 327 restricted stock units on July 30, 2014, of which 1/2 of the shares subject to the restricted stock units of the grant vested on July 30, 2015. The common stock into which such vested restricted stock units converted on July 30, 2015 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on July 30, 2016.

(5) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

(6) This restricted stock award vests 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.

(7) This restricted stock award vests over a 3 year period, 40% of the total amount vests on the date of the grant of restricted stock; and then 30% of the total amount vests on February 28, 2017 and the remaining 30% vests on February 28, 2018.

(8) The reporting person was granted 4,876 restricted stock units on February 29, 2016, of which 40% (1,950 shares) subject to the restricted stock units of the grant vested on February 29, 2016. The remaining unvested restricted stock units will continue to vest as to 30% of the total amount on February 28, 2017 and the remaining 30% of the total amount will continue to vest on February 28, 2018.

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Mr. Roame is Managing Partner of Tiburon Strategic Advisors, LLC ("Tiburon"). As Managing Partner of Tiburon, Mr. Roame may be (9) deemed to have voting and investment power over the shares owned by Tiburon. Mr. Roame disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

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.