

O'Brien Shelly  
Form 4  
October 31, 2017

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O'Brien Shelly

(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)  
10/27/2017

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Legal Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)
Common Stock	10/27/2017		S <sup>(8)</sup>	3,000 D	\$ 53.48 <sup>(9)</sup>	10,292 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9							07/28/2011 <sup>(1)</sup>	07/28/2020	Common Stock	18,366
Employee Stock Option (Right to Buy)	\$ 12.55							02/28/2012 <sup>(1)</sup>	02/28/2021	Common Stock	3,333
Employee Stock Option (Right to Buy)	\$ 12.45							02/28/2013 <sup>(1)</sup>	02/28/2022	Common Stock	3,399
Employee Stock Option (Right to Buy)	\$ 15.34							02/28/2014 <sup>(1)</sup>	02/28/2023	Common Stock	7,150
Employee Stock Option (Right to Buy)	\$ 41.84							02/28/2015 <sup>(1)</sup>	02/28/2024	Common Stock	5,500
Employee Stock Option (Right to Buy)	\$ 53.88							02/29/2016 <sup>(1)</sup>	02/27/2025	Common Stock	4,800
Employee Stock Option (Right to	\$ 20.51							02/28/2017 <sup>(2)</sup>	02/28/2026	Common Stock	2,464

Buy)

Employee  
StockOption \$ 31.7  
(Right to  
Buy)03/28/2018<sup>(2)</sup> 03/28/2027 Common  
Stock 1,667Restricted  
Stock  
Units<sup>(3)</sup><sup>(5)</sup>

02/28/2018

Common  
Stock 1,067  
<sup>(4)</sup>Restricted  
Stock  
Units<sup>(3)</sup><sup>(6)</sup>

02/28/2019

Common  
Stock 1,233  
<sup>(4)</sup>Restricted  
Stock  
Units<sup>(3)</sup><sup>(7)</sup>

08/02/2019

Common  
Stock 16,668  
<sup>(4)</sup>Restricted  
Stock  
Units<sup>(3)</sup><sup>(6)</sup>

03/28/2020

Common  
Stock 5,000  
<sup>(4)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Shelly 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Legal Officer	

## Signatures

/s/ Shelly  
O'Brien 10/31/2017\*\*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) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (2) This option grant vests over a 3 year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (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 the vesting of the unit.
- (5) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (6) These restricted stock units vest 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 units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

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- (7) These restricted stock units vest over a 3-year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.
- (8) Sale pursuant to 10b5-1 Plan.
- (9) The Common Shares reported herein as being sold were sold at a range of between \$53.45 and \$53.60 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

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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