

ENVESTNET, INC.  
Form 4  
March 02, 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)  
02/29/2016

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	02/29/2016		M <sup>(6)</sup>		1,950	A	\$ 0	1,950	D	
Common Stock	02/29/2016		G		1,950	D	\$ 0	7,342	I	See Footnote (1)
Common Stock	03/01/2016		P		325	A	\$ 20.73	325	D	
Common Stock	03/01/2016		G		325	D	\$ 0	7,667	I	See Footnote (1)
	03/02/2016		P		75	A		75	D	

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Common Stock \$ 20.04

Common Stock 03/02/2016 G 75 D \$ 0 7,742 I See Footnote (1)

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)

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(2)</sup> 02/28/2022	Common Stock	2,
Director Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(2)</sup> 02/28/2023	Common Stock	8,
Director Stock Option (Right to Buy)	\$ 41.84					02/28/2015 <sup>(2)</sup> 02/28/2024	Common Stock	3,
Director Stock Option (Right to Buy)	\$ 55.29					02/28/2016 <sup>(2)</sup> 02/28/2025	Common Stock	2,
Director Stock	\$ 20.51	02/29/2016		A	5,655 <sup>(2)</sup>	02/28/2017 <sup>(1)</sup> 02/28/2026	Common Stock	5,

Option  
(Right to  
Buy)

Restricted Stock Unit	(3)				(4)	07/30/2016	Common Stock	16
Restricted Stock Unit	(3)	02/29/2016	A	641	(6)	02/28/2019	Common Stock	6
Restricted Stock Unit	(3)	02/29/2016	A	4,876	(7)	02/28/2018	Common Stock	4,
Restricted Stock Unit	(3)	02/29/2016	M	1,950	(8)	02/28/2019	Common Stock	1,

## 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

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).

(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 unit 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 unit on July 30, 2016.

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

(6) This restricted stock unit 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 unit 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) Represents the conversion upon vesting of restricted stock unit into common stock. 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.

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- (9) 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 common stock into which such vested restricted stock units converted on February 29, 2016 is reported in Table I on this Form 4. 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.

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.