

CHAPIN ROSS K  
Form 4  
August 31, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHAPIN ROSS K

2. Issuer Name and Ticker or Trading Symbol  
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)  
08/29/2017

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

(Street)

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

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/29/2017		M(5)	64 A (5)	37,822	D	

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

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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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 12.55					02/28/2012 <sup>(1)</sup>	02/28/2021	Common Stock	2,048 <sup>(7)</sup>
Director Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(1)</sup>	02/28/2022	Common Stock	5,277
Director Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(1)</sup>	02/28/2023	Common Stock	7,954
Director Stock Option (Right to Buy)	\$ 41.84					02/28/2015 <sup>(1)</sup>	02/28/2024	Common Stock	3,585
Director Stock Option (Right to Buy)	\$ 55.29					03/02/2016 <sup>(1)</sup>	03/02/2025	Common Stock	2,913
Director Stock Option (Right to Buy)	\$ 20.51					02/28/2017 <sup>(1)</sup>	02/28/2026	Common Stock	5,789
Director Stock Option	\$ 31.7					03/28/2018 <sup>(6)</sup>	03/28/2027	Common Stock	2,951

(Right to Buy)

Restricted Stock Units	(2)	08/29/2017	M	64	(3)	02/28/2019	Common Stock	64
Restricted Stock Units	(2)				(3)	03/28/2020	Common Stock	2,697 (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHAPIN ROSS K 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

## Signatures

/s/ Shelly O'Brien, by power of attorney for Ross K.  
Chapin

08/31/2017

\*\*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 4 year period; one-fourth of the total amount vests on the first anniversary of the date of grant and 1/36 of the total amount vests on each one-month anniversary of the date of grant.
- (2) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) 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.
- (4) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.  
Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017 (the "August Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person
- (5) was granted 769 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on August 29, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- (6) 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.
- (7) This figure has been corrected to reflect a transfer of 610 option units made on June 14, 2013 to the reporting person's ex-wife pursuant to their divorce settlement, as reported on a Form 4 filed with the Securities and Exchange Commission on June 18, 2013.

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.