

ENVESTNET, INC.  
Form 8-K/A  
December 05, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**

(Amendment No. 1)

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **October 1, 2014**

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**ENVESTNET, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**001-34835**  
(Commission  
  
File Number)

**20-1409613**  
(I.R.S. Employer  
  
Identification Number)

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**35 East Wacker Drive, Suite 2400**

**Chicago, Illinois**  
(Address of principal executive offices)

**60601**  
(Zip Code)

**(312) 827-2800**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))
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## **Explanatory Note**

This Amendment No. 1 to Current Report on Form 8-K/A is being filed by Envestnet, Inc. ( Envestnet ) solely for the purpose of amending and supplementing Item 9.01 of the Current Report on Form 8-K originally filed by Envestnet with the Securities and Exchange Commission ( SEC ) on October 1, 2014 (the Original Form 8-K ) in connection with the acquisition and merger agreement between Envestnet and Placemark Holdings, Inc. ( Placemark ) pursuant to which Envestnet acquired all of the capital stock of Placemark. As indicated in the Original Form 8-K, this Current Report on Form 8-K/A is being filed to provide the information required by Item 9.01(a) and (b) of Form 8-K, which was not previously filed with the Original Form 8-K as permitted by the rules of the SEC.

### **Item 9.01 Financial Statements and Exhibits.**

(a) *Financial statements of business acquired.*

The following financial statements of Placemark are being filed as exhibits to this amendment and are incorporated by reference herein:

Exhibit 99.1 Placemark Holdings, Inc. and Subsidiary audited consolidated financial statements, including the independent auditors report, as of and for the year ended December 31, 2013.

Exhibit 99.2 Placemark Holdings, Inc. and Subsidiary unaudited condensed consolidated financial statements as of June 30, 2014 and for the six months ended June 30, 2014 and 2013.

(b) *Unaudited pro forma financial information.*

The following pro forma financial information is being filed as an exhibit to this amendment and is incorporated by reference herein:

Exhibit 99.3 Unaudited pro forma condensed combined financial statements and explanatory notes for Envestnet, Inc. as of June 30, 2014, for the six months ended June 30, 2014 and for the year ended December 31, 2013.

### **Forward-Looking Statements**

Information in this Current Report on Form 8-K/A, together with the exhibits attached hereto, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, including, but not limited to, statements

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regarding the integration of Envestnet and Placemark, the expected benefits and costs of the Placemark acquisition; Envestnet's plans relating to the acquisition; the future financial and accounting impact of the acquisition; and any statements of expectation or belief or assumptions underlying any of the foregoing. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. Factors that could cause actual results and the timing of certain events to differ materially from the forward-looking statements, include, but are not limited to, the possibility that the expected costs and benefits of the acquisition may not materialize as expected; the possibility that preliminary financial reporting estimates and assumptions may prove to be incorrect; the failure of Envestnet to successfully integrate the Placemark business or realize synergies; conditions in the capital and financial markets, general economic conditions and other risks that are described in Envestnet's Annual Report on Form 10-K for the year ended December 31, 2013.

(c) *Exhibits.*

The following exhibits are filed as part of this Current Report on Form 8-K/A.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 23.1               | Consent of KPMG LLP, Independent Accountants.   |
| 99.1               | Audited consolidated financial statements of Placemark Holdings, Inc. and Subsidiary as of and for the year ended December 31, 2013, and Independent Auditors Report thereon.                               |
| 99.2               | Unaudited condensed consolidated financial statements of Placemark Holdings, Inc. and Subsidiary as of June 30, 2014 and for the six months ended June 30, 2014 and 2013.                                   |
| 99.3               | Unaudited pro forma condensed combined financial statements and explanatory notes for Envestnet, Inc. as of June 30, 2014, for the six months ended June 30, 2014 and for the year ended December 31, 2013. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENVESTNET, INC.

|        |                         |
|--------|-------------------------|
| By:    | /s/ Peter H. D Arrigo   |
| Name:  | Peter H. D Arrigo       |
| Title: | Chief Financial Officer |

Date: December 5, 2014

EXHIBIT INDEX

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