

ENVESTNET, INC.  
Form 5  
February 13, 2015

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2014

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	07/21/2015	^	G	3,857 D \$0 0		D	^
Common Stock	^	^	^	^ ^ ^	4,141	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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 41.84	07/21/2014	Â	G	Â	3,506	Â <sup>(2)</sup>	02/28/2024	Common Stock	3,506
Director Stock Option (Right to Buy)	\$ 41.84	Â	Â	Â	Â	Â	Â <sup>(2)</sup>	02/28/2024	Common Stock	3,506
Director Stock Option (Right to Buy)	\$ 15.34	07/21/2014	Â	G	Â	8,116	Â <sup>(3)</sup>	02/28/2023	Common Stock	8,116
Director Stock Option (Right to Buy)	\$ 15.34	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	02/28/2023	Common Stock	8,116
Director Stock Option (Right to Buy)	\$ 12.45	07/21/2014	Â	G	Â	2,334	Â <sup>(4)</sup>	02/28/2022	Common Stock	2,334
Director Stock Option (Right to Buy)	\$ 12.45	Â	Â	Â	Â	Â	Â <sup>(4)</sup>	02/28/2022	Common Stock	2,334

## 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

Shelly O'Brien by power of attorney for Charles Roame 02/13/2015

\*\*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) 3,506 options were granted to the Reporting Person on 2/28/2014. Such options will vest 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 (2/28/2015) of the grant.
  - (3) 8,116 options were granted to the Reporting Person on 02/28/2013. Such options will vest 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 (02/28/2014) of the grant.
  - (4) 2,334 options were granted to the Reporting Person on 2/29/2012. Such options will vest 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 (2/28/2013) of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.