ENVESTNET, INC.
Form 4
June 20, 2016

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
D'Arrigo Peter

(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)
06/17/2016

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 below) _____ Other (specify below)
Chief Financial 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/17/2016		M		6,000 (11)	A	$ 7.5	13,888 (13)	D	
Common Stock	06/17/2016		S		6,000 (11)	D	$ 35.66 (12)	7,888 (13)	D	
Common Stock	06/17/2016		S		6,294 (14)	D	$ 35.69	1,594	D	

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

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displays a currently valid OMB control number.

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	$ 7.5	06/17/2016		S			6,000	06/06/2008[(1)(15)]	06/16/2018	Common Stock
Employee Stock Option (Right to Buy)	$ 9							07/28/2011[(2)]	02/28/2020	Common Stock
Employee Stock Option (Right to Buy)	$ 12.55							02/28/2012[(3)]	02/28/2021	Common Stock
Employee Stock Option (Right to Buy)	$ 12.45							02/28/2013[(3)]	02/28/2022	Common Stock
Employee Stock Option (Right to Buy)	$ 15.34							02/28/2014[(3)]	02/28/2023	Common Stock
Employee Stock Option (Right to Buy)	$ 41.84							02/28/2015[(3)]	02/28/2024	Common Stock
Employee Stock Option (Right to Buy)	$ 53.88							02/28/2016[(3)]	02/28/2025	Common Stock
Employee Stock Option (Right to	$ 20.51							02/28/2017[(8)]	02/28/2025	Common Stock

Buy)					
Restricted Stock Unit	(4)	(6)	02/28/2017	Common Stock	
Restricted Stock Unit	(4)	(7)	02/28/2018	Common Stock	
Restricted Stock Unit	(4)	(9)	02/28/2019	Common Stock	
Performance Stock Unit Award	(4)	(10)	05/12/2019	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
D'Arrigo Peter 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601			Chief Financial Officer	

Signatures

/s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo	06/20/2016
**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) Original option grant vests in four installments beginning on the first date of grant and thereafter on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(2) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(3) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

(4) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock

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

(6) The reporting person was granted 6,600 restricted stock units on February 28, 2014. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

(7) The reporting person was granted 5,500 restricted stock units on February 28, 2015. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

(8) This option grant vests over a 3 year period, one-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

(9)

This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

(10) The Reporting Person will earn a percentage of his performance stock unit award ("Banked Units") based on specific adjusted EBIDTA goals for the relevant performance period. This performance stock unit award vests over a 3 consecutive one-year performance periods, with 33.33% of Banked Units vesting following the First Performance Period, 50% of the outstanding Banked Units following the Second Performance Period and 100% of the outstanding Banked Units following the Final Performance Period, as described in the executive's employment agreement dated May 12, 2016 by and between the Company and the Reporting Person.

(11) Open market exercise and sale.

(12) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $35.65 to $35.67, inclusive.

(13) Total includes 6,294 shares of Common Stock transferred from the reporting person's direct ownership to the reporting person's indirect ownership by a joint account held with the reporting person's wife on May 9, 2016.

(14) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from $35.69 to $35.70, inclusive.

(15) A total of 220,000 options were granted on 6/16/2008. 186,937 options were vested and exercisable as of 6/17/2016.

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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