

Sisteron Yves
Form 4
March 07, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sisteron Yves

(Last) (First) (Middle)

35 E. 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)
02/29/2012

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)

Director

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/29/2012		P		4,500	A	\$ 12.84 (1)
Common Stock	03/01/2012		P		4,500	A	\$ 12.55
Common Stock	03/02/2012		P		1,000	A	\$ 12.2
Common Stock	03/06/2012		P		5,000	A	\$ 11.74
Common Stock					449,411	I	

By GRP II
Investors,

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L.P. (2) (3)

Common
Stock

209,156 I

By GRP II
Partners,
L.P. (2) (3)

Common
Stock

1,595,746 I

By
GRPVC (2)
(3)

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)

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. Price of
Derivative
Security
(Instr. 5)

9. Nu
Deriv
Secur
Bene
Own
Follo
Repo
Trans
(Instr

Date	Expiration
Exercisable	Date

Title	Amount or Number of Shares
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Code	V	(A)	(D)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Sisteron Yves
35 E. WACKER DRIVE
SUITE 2400
CHICAGO, IL 60601

X

Director

Signatures

/s/ Shelly O'Brien by power of attorney for Yves Sisteron

03/07/2012

 **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) Average share purchase price.

GRPVC, L.P. is the general partner of GRP II Partners, L.P. GRP Management Services Corporation is the general partner of each of GRPVC, L.P. and GRP II Investors, L.P. Mr. Sisteron, together with Steven Dietz and Brian McLoughlin, is an officer of GRP

(2) Management Services Corporation. Mr. Sisteron, together with Herve Defforey, Steven Dietz, Brian McLoughlin and Mark Suster, is a member of the investment committee of GRP II Partners, L.P. Pursuant to contractual arrangements, GRP II Investors, L.P. has granted GRP Management Services Corporation the authority to vote and dispose of the shares held by it in the same manner as the investment committee votes or disposes of the shares held by GRP II Partners, L.P. (Continued to footnote 3)

While Mr. Sisteron may be deemed to possess indirect beneficial ownership of the shares owned by GRPVC, L.P., GRP II Partners, L.P.

(3) and GRP II Investors, L.P., he does not have sole voting or investment power with respect to such shares and, as a result, disclaims beneficial ownership of any and all such shares except to the extent of his pecuniary interests therein.

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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