

ENVESTNET, INC.
Form 4
October 15, 2013

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 *
Sisteron Yves

(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)
10/11/2013

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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/11/2013		S		439,904	D	\$ 29.25	1,155,842	I	GRPVC L P, now known as Upfront GP II, L.P (1) (2)
Common Stock	10/11/2013		S		102,514	D	\$ 29.25	106,642	I	GRP II Partners, L.P., now known as Upfront II Partners

Common Stock	10/11/2013	S	449,411	D	\$ 29.25	0	I	L.P ⁽¹⁾ ⁽²⁾ GRP II Investors, L.P., now known as Upfront II Investors, L.P
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for Yves Sisteron 10/15/2013

__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).

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

- (1) Corporation. Mr. Sisteron, together with Herve Defforey, Steven Dietz, Brian McLoughlin and Mark Suster, is a member of the investment committee of Upfront II Partners, L.P. Pursuant to contractual arrangements, Upfront 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 Upfront II Partners, L.P. (Continued to footnote 2)

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

- (2) Partners, L.P. and Upfront 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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