

ENVESTNET, INC.  
Form 4  
December 29, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Thomas Brandon

2. Issuer Name and Ticker or Trading Symbol  
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)  
12/24/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Investment Officer

(Street)  
CHICAGO, IL 60601

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	12/24/2015		M		12,000 A \$ 7.5	242,421	D
Common Stock	12/24/2015		S		12,000 D \$ 30.77 (2)	230,421	D
Common Stock	12/28/2015		M		9,000 A \$ 7.5	239,421	D
Common Stock	12/28/2015		S		9,000 D \$ 30.51 (11)	230,421	D
	12/28/2015		M		6,000 A \$ 7.15	236,421	D

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Common Stock								
Common Stock	12/28/2015	S	6,000	D	\$ 30.51 (13)	230,421	D	
Common Stock	12/29/2015	M	35,000	A	\$ 9	265,421	D	
Common Stock	12/29/2015	S	35,000	D	\$ 30.25 (15)	230,421	D	
Common Stock						13,938	I	See footnote (3)

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

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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (Right to Buy)	\$ 7.5	12/24/2015		S	12,000	04/26/2007 <sup>(1)(4)</sup>	04/26/2017	Common Stock
Employee Stock Option (Right to Buy)	\$ 7.5	12/28/2015		S	9,000	04/30/2008 <sup>(10)(4)</sup>	04/30/2018	Common Stock
Employee Stock Option	\$ 7.15	12/28/2015		S	6,000	04/30/2009 <sup>(12)(5)</sup>	04/30/2019	Common Stock

(Right to Buy)									
Employee Stock Option (Right to Buy)	\$ 9	12/29/2015	S	35,000	07/28/2011 <sup>(14)(4)</sup>	02/28/2020	Common Stock	6	
Employee Stock Option (Right to Buy)	\$ 12.55				02/28/2012 <sup>(4)</sup>	02/28/2021	Common Stock	1	
Employee Stock Option (Right to Buy)	\$ 12.45				02/28/2013 <sup>(4)</sup>	02/28/2022	Common Stock	7	
Employee Stock Option (Right to Buy)	\$ 15.34				02/28/2014 <sup>(4)</sup>	02/28/2023	Common Stock	8	
Employee Stock Option (Right to Buy)	\$ 41.84				02/28/2015 <sup>(4)</sup>	02/28/2024	Common Stock	6	
Employee Stock Option (Right to Buy)	\$ 53.88				02/29/2016 <sup>(6)</sup>	02/28/2025	Common Stock	4	
Restricted Stock Award	(7)				02/29/2016 <sup>(9)</sup>	02/28/2016	Common Stock	1	
Restricted Stock Award	(7)				02/29/2016 <sup>(9)</sup>	02/28/2017	Common Stock	2	
Restricted Stock Award	(7)				02/29/2016 <sup>(9)</sup>	02/28/2018	Common Stock	3	

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

Thomas Brandon  
35 EAST WACKER DRIVE  
SUITE 2400  
CHICAGO, IL 60601

Chief Investment Officer

## Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon  
Thomas

12/29/2015

\_\_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) A total of 12,000 options were granted on 4/26/2007. 12,000 options were vested and exercisable as of December 24, 2015.
- (2) The prices reported in column 4 is a weighted average price. The shares were sold in multiple transactions at respective prices ranging from \$30.66 to \$30.84, inclusive.
- (3) Represents shares held by a trust in which Mr. Thomas is the trustee.
- (4) 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.
- (5) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (6) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (7) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (8) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.
- (9) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.
- (10) A total of 9,000 options were granted on 4/30/2008. 9,000 options were vested and exercisable as of December 28, 2015
- (11) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at respective prices ranging from \$30.42 to \$30.57, inclusive.
- (12) A total of 6,000 options were granted on 5/15/2009. 6,000 options were vested and exercisable as of December 28, 2015
- (13) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at respective prices ranging from \$30.42 to \$30.57, inclusive.
- (14) A total of 62,000 options were granted on 7/30/2010. 62,000 options were vested and exercisable as of December 29, 2015
- (15) The price reported in column 4 is a weighted average price. The shares were sold in multiple transactions at respective prices ranging from \$30.17 to \$30.37, inclusive.

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