

KOONTZ PAUL G  
Form 4  
August 05, 2010

**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 \*  
KOONTZ PAUL G

(Last) (First) (Middle)

C/O FOUNDATION CAPITAL, 250  
MIDDLEFIELD ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2010

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/03/2010		J <sup>(5)</sup>	26,965 D <sup>(5)</sup> 0		I	By GRP Management Services Corp., trustee Foundation Capital III Principals, LLC <sup>(1)</sup>
Common Stock	08/03/2010		J <sup>(5)</sup>	231,371 D <sup>(5)</sup> 0		I	By GRP Management Services Corp., trustee

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Common Stock	08/03/2010	J <sup>(5)</sup>	679,654	D	<u>(5)</u>	0	I	Foundation Capital III, L.P. <sup>(1)</sup> By GRP Management Services Corp., trustee Foundation Capital Leadership Fund, L.P. <sup>(1)</sup>
Common Stock	08/03/2010	J <sup>(5)</sup>	18,124	D	<u>(5)</u>	0	I	By GRP Management Services Corp., trustee Foundation Capital Leadership Principals Fund, LLC <sup>(1)</sup>
Common Stock	08/03/2010	C <sup>(1)</sup>	172,917 <u>(2)</u>	A	<u>(2)</u>	304,342	I	By Foundation Capital III, L.P. <sup>(3)</sup>
Common Stock	08/03/2010	C <sup>(1)</sup>	884,051 <u>(4)</u>	A	<u>(4)</u>	1,448,895	I	By Foundation Capital III Principals, LLC <sup>(3)</sup>
Common Stock	08/03/2010	J <sup>(5)</sup>	679,654 <u>(6)</u>	A	<u>(5)</u>	687,813	I	By Foundation Capital Leadership Fund, LLC
Common Stock	08/03/2010	J <sup>(5)</sup>	18,124 <u>(6)</u>	A	<u>(5)</u>	18,340	I	By Foundation Capital Leadership Principals Fund, LLC

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

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(9-02)

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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. Amount or Number of Shares
Series A Preferred Stock	(2)	08/03/2010		C	138,080 (2)	(2) (2)	Common Stock	138,080
Series C Preferred Stock	(2)	08/03/2010		C	7,872 (2)	(2) (2)	Common Stock	7,872
Series A Preferred Stock	(4)	08/03/2010		C	585,120 (4)	(4) (4)	Common Stock	585,120
Series C Preferred Stock	(4)	08/03/2010		C	67,560 (4)	(4) (4)	Common Stock	67,560

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KOONTZ PAUL G C/O FOUNDATION CAPITAL 250 MIDDLEFIELD ROAD MENLO PARK, CA 94025	X			

## Signatures

/s/ Shelly O'Brien, by power of attorney for Paul Koontz  
08/05/2010

\_\_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) Pursuant to their terms, each series of the Issuer's outstanding preferred stock converted into shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering.

Represents 26,965 shares of the Issuer's Common Stock, acquired upon the termination of the voting trust with GRP Management Services Corp. Also, represents 138,080 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's indirect beneficial ownership of Series A Preferred Stock of the Issuer and 7,872 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series C Preferred Stock of the Issuer. Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock and each share of the Issuer's Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Series A Preferred Stock and Series C Preferred Stock had no expiration date.

- (3) Paul Koontz is a Manager of (a) Foundation Capital Management Co. III, LLC ("FC3M"), which serves as the sole general partner of Foundation Capital III, L.P. ("FC3") and Foundation Capital Leadership Fund, L.P. ("FCL") and (b) FC Leadership Management Co., LLC ("FCLM"), which serves as the sole general partner of FCL and FCLP. FC3M exercises sole voting and investment power over the shares owned by FC3 and Foundation Capital III Principals, LLC ("FC3P") and FCLM exercises sole voting and investment power over the shares owned by FCL and FCLP. As a Manager of FC3M and FCLM, Mr. Koontz may be deemed to share voting and investment power over the shares owned by FC3, FC3P, FCL and FCLP. Mr. Koontz disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

- (4) Represents 231,371 shares of the Issuer's Common Stock acquired upon the termination of the voting trust with GRP Management Services Corp. Also, represents 585,120 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's indirect beneficial ownership of Series A Preferred Stock of the Issuer and 67,560 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series C Preferred Stock of the Issuer. Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock and each share of the Issuer's Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Series A Preferred Stock and Series C Preferred Stock had no expiration date.

- (5) Upon the consummation of the Issuer's initial public offering, the voting trust with GRP Management Services Corp. terminated and all shares of Common Stock held in trust by GRP Management Services Corp. reverted to Foundation Capital III Principals, LLC, Foundation Capital III, L.P., Foundation Capital Leadership Fund, L.P. and Foundation Capital Leadership Principals Fund, LLC. Accordingly, no price is attributable to such shares of Common Stock.

- (6) Represents shares of the Issuer's Common Stock acquired upon the termination of the voting trust with GRP Management Services Corp.

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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