

ENVESTNET, INC.
Form 4
March 02, 2016

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 *
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)
02/29/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 74,194 | I | By Rodeo Alpine LLC |
| Common Stock | | | | | 56,397 | I | By Shadow Hill LLC |

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

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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) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (Right to Buy) | \$ 12.55 | | | | | 02/28/2012 ⁽¹⁾ | 02/28/2021 | Common Stock | 2,990 |
| Director Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽¹⁾ | 02/28/2022 | Common Stock | 6,495 |
| Director Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽¹⁾ | 02/28/2023 | Common Stock | 8,837 |
| Director Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽¹⁾ | 02/28/2024 | Common Stock | 4,183 |
| Director Stock Option (Right to Buy) | \$ 55.29 | | | | | 02/28/2016 ⁽¹⁾ | 02/28/2025 | Common Stock | 2,913 |
| Director Stock Option (Right to Buy) | \$ 20.51 | 02/29/2016 | | A | 5,749 ⁽²⁾ | 02/28/2017 ⁽¹⁾ | 02/28/2026 | Common Stock | 5,749 |
| Restricted Stock Unit | ⁽³⁾ | 02/29/2016 | | A | 580 | ⁽⁴⁾ | 02/28/2019 | Common Stock | 580 |

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 | 03/02/2016 |
| **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 monthly over a 4 year period, except that the shares that would otherwise vest over the first 12 months shall not vest until the first anniversary of the grant.as listed in the "Date Exercisable" column.
 - (2) 5,749 options were granted to the Reporting Person on February 29, 2016.
 - (3) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
 - (4) This restricted stock unit vests over a 3 year period, one third of the total amount vest on the first anniversary of the date of the grant of restricted stock; and then one-twelfth of the total amount vests on each three-month anniversary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.