

CROWELL GAYLE A  
Form 4  
September 05, 2017

**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  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CROWELL GAYLE A

(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)  
09/01/2017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V Amount (D) Price                                                      |                                                                                                                    |                                                                      |                                         |
| Common<br>Stock                       | 09/01/2017                              |                                                             | S <sup>(7)</sup>                        | 746 D \$<br>44.45                                                       | 6,022                                                                                                              | I                                                                    | By trust <sup>(6)</sup>                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         | 801                                                                                                                | D                                                                    |                                         |

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

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SEC 1474  
(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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Director Stock Option (Right to Buy)       | \$ 31.7                                                |                                      |                                                    |                                |                                                                                         | 03/28/2018 <sup>(1)</sup> 03/28/2027                     | Common Stock                                                  | 1,745                         |
| Restricted Stock Units                     | <sup>(2)</sup>                                         |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 04/26/2019                                | Common Stock                                                  | 1,602 <sup>(5)</sup>          |
| Restricted Stock Units                     | <sup>(2)</sup>                                         |                                      |                                                    |                                |                                                                                         | <sup>(4)</sup> 03/28/2020                                | Common Stock                                                  | 1,595 <sup>(5)</sup>          |

## Reporting Owners

| Reporting Owner Name / Address                                             | Relationships                    |
|----------------------------------------------------------------------------|----------------------------------|
|                                                                            | Director 10% Owner Officer Other |
| CROWELL GAYLE A<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 | X                                |

## Signatures

/s/ Shelly O'Brien, by power of attorney for Gayle A. Crowell

09/05/2017

<sup>(1)</sup>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)

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This option grant vests over a 3-year period; one-third of the total amount vests on the first anniversary of the date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

- (2) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (3) These restricted stock units vest as follows: 25% of the total amount vested on the date of the grant of restricted stock units and then 25% on each of the first three anniversaries of the grant date.
- (4) These restricted stock units vest over a 3-year period; one-third of the total amount vests on the first anniversary of the date of the grant of restricted stock units and then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (5) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (6) The shares are held directly by a trust of which the reporting person is a trustee and beneficial owner.
- (7) Sale pursuant to 10b5-1 Plan.

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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