

ENVESTNET, INC.  
Form 4  
June 18, 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 \*  
CHAPIN ROSS K

(Last) (First) (Middle)

35 E. 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)  
06/14/2013

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 Ownership (Instr. 4) |                                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |                                  |
| Common Stock                    | 12/22/2010                           |  | J <sup>(1)</sup>               |   | 1,057,163   | D  | 0                                 | By the<br>Tahoma<br>Fund,<br>LLC |
| Common Stock                    | 12/22/2010                           |  | A <sup>(1)</sup>               |   | 74,876  | A  | 74,876                            |                                  |
| Common Stock                    | 06/14/2013                           |  | D <sup>(2)</sup>               |   | 37,438  | D  | 37,438                            |                                  |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Director Stock Option (Right to Buy)       | \$ 12.55   | 06/14/2013                           |  | J                              | 610<br>(3)  | (3) (3)  | Common Stock  | 610 \$ 12.5                                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| CHAPIN ROSS K<br>35 E. WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 | X             |           |         |       |

## Signatures

/s/ Shelly O'Brien for Ross  
Chapin

06/18/2013

\*\*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).

In kind distribution. On 12-22-2010, The Tahoma Fund, L.L.C. distributed 1,057,163 shares of stock to its members through which Mr.

- (1) Chapin received 74,876 shares directly. Mr. Chapin was a Managing Member of Orca Bay Partners, L.L.C. which was the Managing Member of The Tahoma Fund, L.L.C. which then dissolved.
- (2) These shares were transferred to Mr. Chapin's ex-wife pursuant to their divorce settlement.
- (3) These shares were transferred to Mr. Chapin's ex-wife pursuant to their divorce settlement.

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