

ENVESTNET, INC.

Form 4

March 04, 2014

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
D'Arrigo Peter

(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)

02/28/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Beneficial Ownership (Instr. 4)
Common Stock	02/28/2014		M <sup>(1)</sup>	1,819 A \$ 0	2,310	D	
Common Stock	02/28/2014		F	589 <sup>(2)</sup> D \$ 0	1,721	D	

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  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: ENVESTNET, INC. - Form 4

**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Award	(3)	02/28/2014		M	1,819	(4) (4)	Common Stock 1,819
Employee Stock Option (Right to Buy)	\$ 41.84	02/28/2014		A	10,600	(5) 02/28/2024	Common Stock 10,600
Restricted Stock Award	(6)	02/28/2014		A	6,600	(7) 02/28/2017	Common Stock 6,600

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
D'Arrigo Peter 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	Chief Financial Officer

## Signatures

/s/ Shelly O'Brien, by power of attorney for Peter D'Arrigo 03/04/2014

\_\_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) Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock #1"). The reporting person was granted 2,339 restricted stock units on February 29, 2012 and 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2014. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2012 and March 4, 2013.

(2) The reporting person is reporting the withholding by Envestnet, Inc. of 589 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock #1 to the reporting person on February 28, 2014.

## Edgar Filing: ENVESTNET, INC. - Form 4

- (3) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. common stock.

The reporting person was granted 2,339 restricted stock units on February 29, 2012 and 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock units of each grant vested on February 28, 2014. The common stock into which

- (4) such vested restricted stock units converted on February 28, 2014 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

- (5) 10,600 options were granted to the Reporting Person on February 28, 2014. Such options vest in three installments beginning on the first anniversary of the date of grant (2/28/2015).

- (6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

- (7) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.

Includes 508 restricted stock units granted 6/28/2013 which vests 100% beginning on the anniversary of the date of the grant of restricted

- (8) stock. (6/28/2014). Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of this unit.

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.