

ENVESTNET GROUP INC

Form 4

August 05, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENVESTNET GROUP INC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
35 EAST WACKER DRIVE, SUITE
2400

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

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Former 10% Owner

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

CHICAGO, IL 60601

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/03/2010		C ⁽¹⁾		5,160,000	A	11 10,680,000
Common Stock	08/03/2010		J ⁽²⁾		10,680,000	D	11 0

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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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Preferred Stock ⁽¹⁾	<u>(1)</u>	08/03/2010		C		5,160,000	<u>(3)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	5,160,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ENVESTNET GROUP INC
35 EAST WACKER DRIVE, SUITE 2400
CHICAGO, IL 60601

Former 10% Owner

Signatures

/s/ Shelly O'Brien, by power of attorney for the EnvestNet Group, Inc.

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) On August 3, 2010, each share of the Issuer's Series A Preferred Stock automatically converted into 160 shares of the Issuer's Common Stock. As noted in footnote (1), the Reporting Person merged with and into the Issuer and, pursuant to the merger, the shareholders of the Reporting Person exchanged their Reporting Person common shares and preferred shares for shares of the Issuer's common stock, including the officers, directors and entities associated with 10% stockholders of the issuer referred to above.

(2) On August 3, 2010, the Reporting Person merged with and into the Issuer, with the Issuer being the surviving entity. Pursuant to the merger, all of the shareholders of the Reporting Person exchanged their Reporting Person common shares and preferred shares for shares of the Issuer's Common Stock and all of the Issuer common shares and preferred shares that were held by the Reporting Person became part of the Issuer's treasury stock. The shareholders of the Reporting Person included the following officers, directors and entities associated with 10% stockholders of the Issuer: AOS Partners, L.P., GRPVC, L.P., GRP II Investors, L.P., GRP II Partners, L.P., Apex Investment Fund IV, L.P., Apex Strategic Partners IV, LLC, Apex Investment Fund V, L.P., James Johnson, Judson Bergman, Ross Chapin, The Tahoma Fund, L.L.C., Brandon Thomas, Shelly O'Brien and William Crager.

(3) On August 3, 2010, each share of the Issuer's Series A Preferred Stock automatically converted into 160 shares of the Issuer's Common Stock. This number reflects that conversion and does not represent the actual number of shares of Issuer's Series A Preferred Stock previously owned by the Reporting Person.

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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