

ENVESTNET, INC.  
Form 4  
October 30, 2015

**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 \*  
Roame Charles

(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)  
10/29/2015

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	10/29/2015		M <sup>(2)</sup>	283 A \$ 0	283	D	
Common Stock	10/29/2015		J <sup>(7)</sup>	283 D \$ 0	0	D	
Common Stock					5,167	I	See Footnote (1)

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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
Director Stock Option (Right to Buy)	\$ 12.45					02/28/2013 <sup>(3)</sup>	02/28/2022	Common Stock	2,334
Director Stock Option (Right to Buy)	\$ 15.34					02/28/2014 <sup>(3)</sup>	02/28/2023	Common Stock	8,116
Director Stock Option (Right to Buy)	\$ 41.84					02/28/2015 <sup>(3)</sup>	02/28/2024	Common Stock	3,506
Director Stock Option (Right to Buy)	\$ 55.29					02/28/2016 <sup>(3)</sup>	02/28/2025	Common Stock	2,913
Restricted Stock Award	<sup>(4)</sup>	10/29/2015		M	283	<sup>(5)</sup>	10/29/2015	Common Stock	283
Restricted Stock Award	<sup>(4)</sup>					<sup>(6)</sup>	07/30/2016	Common Stock	164

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roame Charles 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	X			

# Signatures

/s/ Shelly O'Brien, by power of attorney for Charles Roame 10/30/2015

\_\_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 shares held by a trust in which Mr. Roame is the trustee.  
Represents the conversion upon vesting of restricted stock awards into common stock. The reporting person was granted 567 restricted stock units on October 29, 2013, of which 1/2 of the shares subject to the restricted stock units of the grant vested on October 29, 2014.
- (2) Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on October 31, 2014.
- (3) 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.
- (4) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.  
The reporting person was granted 567 restricted stock units on October 29, 2013, of which 1/2 of the shares subject to the restricted stock units of the grant vested on October 29, 2014. The common stock into which such vested restricted stock units converted on October 29, 2014 is reported in Table I on a Form 4 filed on October 31, 2014. The remaining 283 unvested restricted stock units vested on October 29, 2015.  
The reporting person was granted 327 restricted stock units on July 30, 2014, of which 1/2 of the shares subject to the restricted stock units of the grant vested on July 30, 2015. The common stock into which such vested restricted stock units converted on July 30, 2015 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on July 30, 2016.
- (5) 2014 is reported in Table I on a Form 4 filed on October 31, 2014. The remaining 283 unvested restricted stock units vested on October 29, 2015.
- (6) The reporting person was granted 327 restricted stock units on July 30, 2014, of which 1/2 of the shares subject to the restricted stock units of the grant vested on July 30, 2015. The common stock into which such vested restricted stock units converted on July 30, 2015 is reported in Table I on this Form 4. The remaining unvested restricted stock units will continue to vest as to 1/2 of the original number of shares subject to the restricted stock awards on July 30, 2016.
- (7) Such shares were transferred from Mr. Roame to a trust in which Mr. Roame is the trustee.
- (8) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the 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.