

Thomas Brandon  
Form 4  
August 04, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
Thomas Brandon

(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)  
08/02/2017

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 Investment 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 08/02/2017                           |  | M <sup>(10)</sup>              | 1,666 A \$ 0  | 240,188   | D  |                                   |
| Common Stock                    | 08/02/2017                           |  | F <sup>(11)</sup>              | 519 D \$ 0  | 239,669   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 13,938  | I  | See footnote <sup>(1)</sup>       |

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

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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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 9   |                                      |  |                                |   | 07/28/2011 <sup>(2)</sup>                                | 07/28/2020  | Common Stock               | 27,000                     |
| Employee Stock Option (Right to Buy)       | \$ 12.55   |                                      |  |                                |   | 02/28/2012 <sup>(3)</sup>                                | 02/28/2021  | Common Stock               | 10,000                     |
| Employee Stock Option (Right to Buy)       | \$ 12.45   |                                      |  |                                |   | 02/28/2013 <sup>(3)</sup>                                | 02/28/2022  | Common Stock               | 7,647                      |
| Employee Stock Option (Right to Buy)       | \$ 15.34   |                                      |  |                                |   | 02/28/2014 <sup>(3)</sup>                                | 02/28/2023  | Common Stock               | 8,000                      |
| Employee Stock Option (Right to Buy)       | \$ 41.84   |                                      |  |                                |   | 02/28/2015 <sup>(3)</sup>                                | 02/28/2024  | Common Stock               | 6,200                      |
| Employee Stock Option (Right to Buy)       | \$ 53.88   |                                      |  |                                |   | 02/29/2016 <sup>(3)</sup>                                | 02/27/2025  | Common Stock               | 4,800                      |
|  | \$ 20.51   |                                      |  |                                |   | 02/28/2017 <sup>(4)</sup>                                | 02/28/2026  |                            | 2,464                      |

|                                      |                |            |   |       |                           |            |  |              |                      |
|--------------------------------------|----------------|------------|---|-------|---------------------------|------------|--|--------------|----------------------|
| Employee Stock Option (Right to Buy) |                |            |   |       |                           |            |  | Common Stock |                      |
| Employee Stock Option (Right to Buy) | \$ 31.7        |            |   |       | 03/28/2018 <sup>(4)</sup> | 03/28/2027 |  | Common Stock | 1,690                |
| Restricted Stock Units               | <sup>(5)</sup> |            |   |       | <sup>(7)</sup>            | 02/28/2018 |  | Common Stock | 1,067 <sup>(6)</sup> |
| Restricted Stock Units               | <sup>(5)</sup> |            |   |       | <sup>(8)</sup>            | 02/28/2019 |  | Common Stock | 1,438 <sup>(6)</sup> |
| Restricted Stock Units               | <sup>(5)</sup> | 08/02/2017 | M | 1,666 | <sup>(9)</sup>            | 08/02/2019 |  | Common Stock | 1,666                |
| Restricted Stock Units               | <sup>(5)</sup> |            |   |       | <sup>(8)</sup>            | 03/28/2020 |  | Common Stock | 5,069 <sup>(6)</sup> |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Thomas Brandon<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | Chief Investment Officer |       |

## Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon Thomas  
08/04/2017

<sup>(5)</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) Represents shares held by a trust in which the reporting person is the trustee.
- (2) This option grant vests over a 4 year period; one-fourth of the total amount vests on each anniversary of the date of grant.
- (3) This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant.
- (4) 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.

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- (5) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (7) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (8) 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.
- (9) These restricted stock units vest over a 3 -year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.

- Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 2, 2017 (the "August Vested Restricted Stock Units"). The reporting person was granted 20,000 restricted stock units on August 2, 2016 of which one-twelfth of the total amount vested on August 2, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on August 4, 2016.
- (10)

- The reporting person is reporting the withholding by Envestnet, Inc. of 519 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 2, 2017.
- (11)

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.