ENVESTNET, INC.
Form 4
January 26, 2016

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Arora Anil

(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)
01/24/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/24/2016		M[13]		520	A	$ 0	36,310	D	
Common Stock	01/24/2016		F		223 [14]	D	$ 0	36,087	D	
Common Stock								136	I	By Trust for child 1 [1]
Common Stock								136	I	By Trust for child 1 [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)

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. D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Award	(2)							(3)	(12)	Common Stock	1.256	
Restricted Stock Award	(2)							(4)	(12)	Common Stock	5,992	
Restricted Stock Award	(2)							(5)	(12)	Common Stock	10,481	
Restricted Stock Award	(2)	01/24/2016		M		520		(6)	(12)	Common Stock	520	
Restricted Stock Award	(2)							(7)	(12)	Common Stock	6,047	
Restricted Stock Award	(2)							(8)	(12)	Common Stock	12,154	
Restricted Stock Award	(2)							(9)	(12)	Common Stock	40,169	
Restricted Stock Award	(2)							(10)	(12)	Common Stock	100,000	
Employee Stock	$ 32.46							(11)	12/07/2025	Common Stock	20,000	

Option (Right to Buy)

Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for Anil Arora — 01/26/2016

**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) These shares are held in trust for the benefit of a child of the reporting person for which the reporting person serves as trustee. The reporting person shares voting and investment control over the shares but disclaims beneficial ownership of the shares.

(2) Each share of restricted stock is one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested.

(3) The reporting person was granted 1,833 shares of restricted stock on November 19, 2015, pursuant to the terms of the Agreement and Plan of Merger dated August 10, 2015 (the "Merger") by and among Issuer, Yale Merger Corp ("Merger Sub") and Yodlee, Inc. ("Yodlee"), Merger Sub merged with and into Yodlee. This restricted stock vests monthly in 6 equal installments until May 16, 2016. 313 shares of Common Stock vested on January 16, 2016, leaving 1,256 shares of restricted Common Stock subject to future monthly vesting.

(4) The reporting person was granted 6,791 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock vests monthly in 17 equal installments until April 1, 2017. 400 shares of Common Stock vested on January 1, 2016, leaving 5,992 shares of restricted Common Stock subject to future monthly vesting.

(5) The reporting person was granted 11,257 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock vests monthly in 29 equal installments until March 31, 2018. 389 shares of Common Stock vested on December 31, 2015, leaving 10,481 shares of restricted Common Stock subject to future monthly vesting.

(6) The reporting person was granted 20,873 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock vests monthly in 40 equal installments until February 24, 2019. 520 shares of Common Stock vested on January 24, 2016 leaving 19,315 shares of restricted Common Stock subject to future monthly vesting.

(7) The reporting person was granted 7,772 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock award vests quarterly in 5 equal installments until January 1, 2017. 1,725 shares of Common Stock vested on January 8, 2016 leaving 6,047 shares of restricted Common Stock subject to future quarterly vesting.

(8) The reporting person was granted 12,154 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock award vests annually in 3 equal installments until May 15, 2018.

(9) The reporting person was granted 40,169 shares of restricted stock on November 19, 2015, pursuant to the terms of the Merger Agreement and the Merger. This restricted stock award vests annually in 3 equal installments until February 24, 2018.

(10) One-third of the total amount vests on the first anniversary of the applicable date of grant and one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

(11) 20,000 options were granted to the Reporting Person on December 7, 2015. One-Twelfth of the total amount vests on each three-month anniversary of the date of grant.

(12) Each share of restricted stock represents one share of Envestnet, Inc. Common Stock that remains subject to restrictions until the award becomes vested.

(13) Represents the vesting of restricted Common Stock. The reporting person was granted 20,873 shares on November 19, 2015 which vest monthly in 40 equal installments until February 24, 2019.

(14) The reporting person is reporting the withholding by Envestnet, Inc. of 223 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Common Stock to the reporting person on January 24, 2016.

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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