

ENVESTNET, INC.

Form 4

March 01, 2016

**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 \*  
Grinis Scott D

(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)

02/28/2016

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 \_\_\_\_ Other (specify  
below) below)

Chief Technology 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/28/2016                              |                                                             | M <sup>(1)</sup>                     | 3,706 D \$ 0                                                               | 212,168                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock                       | 02/28/2016                              |                                                             | F                                    | 1,475 <sup>(2)</sup> D \$ 0                                                | 210,693                                                                                                            | D                                                                    |                                                                   |

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

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SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                       | Date Exercisable<br>Expiration<br>Date                         | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.5                                                                |                                         |                                                             |                                         |                                                                                                                 | 02/01/2006 <sup>(3)</sup> 11/14/2015                           | Common<br>Stock 12,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.5                                                                |                                         |                                                             |                                         |                                                                                                                 | 06/06/2008 <sup>(3)</sup> 06/16/2018                           | Common<br>Stock 9,000                                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 7.5                                                                |                                         |                                                             |                                         |                                                                                                                 | 04/26/2007 <sup>(4)</sup> 04/26/2017                           | Common<br>Stock 6,000                                               |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9                                                                  |                                         |                                                             |                                         |                                                                                                                 | 07/28/2011 <sup>(4)</sup> 02/28/2020                           | Common<br>Stock 56,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 12.55                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/28/2012 <sup>(3)</sup> 02/28/2021                           | Common<br>Stock 10,000                                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 12.45                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/28/2013 <sup>(3)</sup> 02/28/2022                           | Common<br>Stock 10,190                                              |
| Employee<br>Stock<br>Option                         | \$ 15.34                                                              |                                         |                                                             |                                         |                                                                                                                 | 02/28/2014 <sup>(3)</sup> 02/28/2023                           | Common<br>Stock 8,000                                               |

(Right to  
Buy)Employee  
Stock

Option \$ 41.84

(Right to  
Buy)02/28/2015<sup>(3)</sup>

02/28/2024

Common  
Stock

6,200

Employee  
Stock

Option \$ 53.88

(Right to  
Buy)02/28/2016<sup>(3)</sup>

02/28/2025

Common  
Stock

6,000

Restricted  
Stock  
Award(5)

02/28/2016

M

1,040

(7)

02/28/2016

Common  
Stock

1,040

Restricted  
Stock  
Award(5)

02/28/2016

M

1,333

(8)

02/28/2017

Common  
Stock

1,333

Restricted  
Stock  
Award(5)

02/28/2016

M

1,333

(9)

02/28/2018

Common  
Stock

1,333

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |                          |       |
|---------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                           | Director      | 10% Owner | Officer                  | Other |
| Grinis Scott D<br>35 EAST WACKER DRIVE<br>SUITE 2400<br>CHICAGO, IL 60601 |               |           | Chief Technology Officer |       |

## Signatures

/s/ Shelly O'Brien, by power of attorney for Scott  
Grinis

03/01/2016

\_\_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).

- Represents the conversion upon vesting of restricted stock awards into common stock (the "Converted Common Stock "). The reporting person was granted, 3,120 restricted stock units on February 28, 2013, 4,000 restricted stock units on February 28, 2014 and 4,000
- (1) restricted stock units on February 28, 2015 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 4, 2013, March 4, 2014 and March 3, 2015.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of 1,476 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of the Converted Common Stock to the reporting person on February 28, 2016.

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- (3) Original option grant vests in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (4) Original option grant vests in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
- (5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of the unit.

- The reporting person was granted 3,120 restricted stock units on February 28, 2013, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 is reported in Table I on this Form 4. This grant was fully vested on 2/28/2016.
- (7)

- The reporting person was granted 4,000 restricted stock units on February 28, 2014, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 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.
- (8)

- The reporting person was granted 4,000 restricted stock units on February 28, 2015, of which 1/3 of the shares subject to the restricted stock award of each grant vested on February 28, 2016. The common stock into which such vested restricted stock units converted on February 28, 2016 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.
- (9)

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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