

ENVESTNET, INC.  
Form 5  
February 14, 2017

**FORM 5**

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2016

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)  
Chief Investment Officer

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	11/03/2016	^	M4 <sup>(1)</sup>	1,666 A \$ 0	234,475	D	^
Common Stock	11/03/2016	^	F4	519 <sup>(2)</sup> D \$ 0	233,956	D	^
Common Stock	02/02/2017	^	M4 <sup>(3)</sup>	1,666 A \$ 0	235,622	D	^
Common Stock	02/02/2017	^	F4	607 <sup>(4)</sup> D \$ 0	235,015	D	^

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

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(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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Award	Â	11/03/2016	Â	M4	Â 1,666	Â (6) 08/02/2019	Common Stock 1,666
Restricted Stock Award	Â	02/02/2017	Â	M4	Â 1,666	Â (6) 08/02/2019	Common Stock 1,666

## Reporting Owners

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

## Signatures

/s/ Shelly O'Brien by power of attorney for Brandon Thomas 02/14/2017

\_\_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 restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective November 3, 2016 (the "November Vested Restricted Shares"). The reporting person was granted 20,000 restricted stock units on August 2, 2016 of which

(1) one-twelfth of the total amount vested on November 3, 2016. 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. Due to the Company's conversion of to a third party stock administrator, such vesting was not immediately reported to the Company until February 13, 2017.

(2)

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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 November Vested Restricted Shares to the reporting person on November 3, 2016.

- Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective February 2, 2017 (the "February Vested Restricted Shares"). The reporting person was granted 20,000 restricted stock units on August 2, 2016 of which
- (3) one-twelfth of the total amount vested on February 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. Due to the Company's conversion of to a third party stock administrator, such vesting was not immediately reported to the Company until February 13, 2017.

- (4) The reporting person is reporting the withholding by Envestnet, Inc. of 607 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting for tax purposes of the February Vested Restricted Shares to the reporting person on February 2, 2017.

- (5) Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.

- (6) This restricted stock unit vests over a 3 year period, with one-twelfth of the total amount vesting on each three-month anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.