

Roame Charles
Form 4
August 31, 2017

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)
08/29/2017

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/29/2017 | | M ⁽⁹⁾ | 53 A 91 | 1,782 | D | |
| Common Stock | | | | | 10,901 | I | See Footnote ⁽¹⁾ |
| Common Stock | | | | | 3,165 | I | By Tiburon Strategic Advisors, LLC ⁽⁷⁾ |

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

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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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy) | \$ 12.45 | | | | | 02/28/2013 ⁽²⁾ 02/28/2022 | Common Stock | 2,334 |
| Director Stock Option (Right to Buy) | \$ 15.34 | | | | | 02/28/2014 ⁽²⁾ 02/28/2023 | Common Stock | 8,116 |
| Director Stock Option (Right to Buy) | \$ 41.84 | | | | | 02/28/2015 ⁽²⁾ 02/28/2024 | Common Stock | 3,506 |
| Director Stock Option (Right to Buy) | \$ 55.29 | | | | | 03/02/2016 ⁽²⁾ 03/02/2025 | Common Stock | 2,913 |
| Director Stock Option (Right to Buy) | \$ 20.51 | | | | | 02/28/2017 ⁽²⁾ 02/28/2026 | Common Stock | 5,655 |
| Director Stock Option | \$ 31.7 | | | | | 03/28/2018 ⁽⁸⁾ 03/28/2027 | Common Stock | 2,416 ⁽⁴⁾ |

(Right to Buy)

| | | | | | | | | |
|------------------------|-----|------------|---|----|-----|------------|--------------|--------------|
| Restricted Stock Units | (3) | 08/29/2017 | M | 53 | (5) | 02/28/2019 | Common Stock | 53 |
| Restricted Stock Units | (3) | | | | (6) | 02/28/2018 | Common Stock | 1,463 (4) |
| Restricted Stock Units | (3) | | | | (5) | 03/28/2020 | Common Stock | 2,208 (4) |

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 08/31/2017

__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).
- (1) Represents shares held by a trust in which Mr. Roame 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) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- (4) Each restricted stock unit represents the contingent right to receive one share of common stock upon the vesting of the unit.
- (5) These restricted stock unit vests 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.
- (6) These restricted stock unit vests over a 2-year period; 40% of the total amount vests on the date of the grant and then 30% of the total amount vests on each anniversary of the date of the grant thereafter.
- (7) Mr. Roame is Managing Partner of Tiburon Strategic Advisors, LLC ("Tiburon"). As Managing Partner of Tiburon, Mr. Roame may be deemed to have voting and investment power over the shares owned by Tiburon. Mr. Roame disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.
- (8) This option grant vests over a 3year 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.
- (9) Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017. Restricted stock units convert into common stock on a one-for-one basis. The reporting person was granted 641 stock units on February 29, 2016 of which one-third of the total amount vested on February 28, 2017 (the first anniversary of the date of grant) and then one-twelfth of the total amount vests on each three-month anniversary. Such restricted stock units were previously reported in Table II on a Form 4 filed

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with the Securities and Exchange Commission on March 2, 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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