

Bergman Judson
Form 4
May 15, 2018

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 *
Bergman Judson

(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)
05/11/2018

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 Executive Officer

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 05/11/2018 | | M ⁽¹⁾ | 41,667 | A \$ 0 | 775,738 | D |
| Common Stock | 05/11/2018 | | F ⁽²⁾ | 18,459 | D \$ 56.15 | 757,279 | 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Performance Stock Unit Award | (3) | 05/11/2018 | | M | 41,667 | (4) 05/12/2019 | Common Stock 41,667 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bergman Judson 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | X | | Chief Executive Officer | |

Signatures

/s/ Shelly O'Brien, by power of attorney for Judson Bergman 05/15/2018

__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 the conversion upon vesting of performance stock units ("the Banked Units") into common stock pursuant to the achievement of specific adjusted EBITDA goals for the relevant performance period. See Footnote 4 to Table II.
- (2) The reporting person is reporting the withholding by Envestnet, Inc. of shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the vesting of performance stock units.
- (3) Each performance stock unit is the economic equivalent of one share of Envestnet, Inc. common stock.
- (4) The reporting person was granted 125,000 Banked Units on May 12, 2016, with vesting over 3 consecutive one-year performance periods based on specific adjusted EBITDA goals for the relevant performance period such that 33.33% of Banked Units vest following the First Performance Period, 50% of the outstanding Banked Units vest following the Second Performance Period and 100% of the outstanding Banked Units vest following the Final Performance Period, as described in the employment agreement dated May 12, 2016 by and between the Company and the reporting person. Such Banked Units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on May 13, 2016.
- (5) Each performance stock unit represents the contingent right to receive one share of common stock upon the vesting of the unit.

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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