

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>Arora Anil</b>  (Last) (First) (Middle) <b>35 EAST WACKER DRIVE</b> <b>SUITE 2400</b>  (Street) <b>CHICAGO IL 60601</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ENVESTNET, INC. [ ENV ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Envestnet   Yodlee *</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>12/07/2017</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/07/2017		M <sup>(1)</sup>		8,333	A	(1)	117,844 <sup>(2)</sup>	D	
Common Stock	12/07/2017		F <sup>(3)</sup>		4,349	D	\$49.65	113,495 <sup>(2)</sup>	D	
Common Stock								136	I	By Trust for child <sup>(4)</sup>
Common Stock								136	I	By Trust for child <sup>(4)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable	Expiration Date						
Restricted Stock Unit	(5)	12/07/2017		M	8,333	(6)	12/07/2018 <sup>(7)</sup>	Common Stock	8,333	(5)	33,336 <sup>(8)</sup>	D	

**Explanation of Responses:**

- Represents the restricted shares of Envestnet, Inc. common stock that became vested for tax purposes effective December 7, 2016, but remain subject to contractual restrictions (the "December Vested Restricted Shares"). The reporting person was granted 100,000 restricted stock units on December 7, 2015 of which one-twelfth of the total amount vested on December 7, 2016. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on December 9, 2015.
- Starting with the December 7, 2017 vesting of restricted stock units, the issuer's method of reporting restricted stock units has been revised to report such grants in Table I rather than as previously reported in Table II. Accordingly, amount includes unvested restricted stock units previously reported in Table II.
- 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 restricted stock units.
- 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.
- Each restricted stock award is the economic equivalent of one share of Envestnet, Inc. Common Stock.
- These restricted stock units vest 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 one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- The shares of Common Stock issuable with respect to the restricted stock units remain subject to restriction until the award becomes vested for all purposes.
- Because the issuer has revised its method of reporting restricted stock units so that they appear in Table I rather than Table II, the 33,336 unvested restricted stock units of this tranche are included in the total number of shares of Common Stock reported in Table I.

**Remarks:**

\*Chief Executive of Envestnet / Yodlee

/s/ Shelly O'Brien, by power of attorney for Anil Arora 12/11/2017

\*\* Signature of Reporting Person      Date

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

\* 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).

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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