

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

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* <u>Mayer Joshua</u> (Last) (First) (Middle) 35 EAST WACKER DRIVE SUITE 2400 (Street) CHICAGO IL 60601 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ENVESTNET, INC. [ENV]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/22/2017</u>	
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	12/22/2017		M ⁽¹⁾		800	A	\$7.15	51,207	D	
Common Stock	12/22/2017		S ⁽¹⁾		800	D	\$52.2	50,407	D	
Common Stock	12/22/2017		M ⁽¹⁾		20,000	A	\$9	70,407	D	
Common Stock	12/22/2017		S ⁽¹⁾		20,000	D	\$52.07 ⁽²⁾	50,407	D	
Common Stock	12/22/2017		M ⁽¹⁾		10,000	A	\$12.55	60,407	D	
Common Stock	12/22/2017		S ⁽¹⁾		10,000	D	\$52.04 ⁽³⁾	50,407	D	
Common Stock								42	I	By Wife

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$7.15	12/22/2017		M			800	05/15/2010 ⁽⁴⁾	05/15/2019	Common Stock	800	\$0	0	D	
Employee Stock Option (Right to Buy)	\$9	12/22/2017		M			20,000	07/28/2011 ⁽⁵⁾	07/28/2020	Common Stock	20,000	\$0	0	D	
Employee Stock Option (Right to Buy)	\$12.55	12/22/2017		M			10,000	02/28/2012 ⁽⁴⁾	02/28/2021	Common Stock	10,000	\$0	0	D	

Explanation of Responses:

- Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3.
- The Common Shares reported herein as being sold were sold at a range of between \$52.000 and \$52.175 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.

3. The Common Shares reported herein as being sold were sold at a range of between \$52.000 and \$52.150 per share. The sale price reported above represents the weighted average sale price for the reported transaction and has been rounded to the nearest cent.
4. Original option grant vested in three installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.
5. Original option grant vested in four installments beginning on the first anniversary of the date of grant as listed in the "Date Exercisable" column.

/s/ Shelly O'Brien, by power of attorney for Joshua D. Mayer 12/27/2017

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.