

DePina Stuart  
Form 4  
March 22, 2019

# FORM 4

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

OMB APPROVAL

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## 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 \*  
DePina Stuart

(Last) (First) (Middle)

35 E. 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)  
03/20/2019

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)  
President\*

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 03/20/2019                           |  | S <sup>(1)</sup>               |   | 5,365   | D  | \$ 65.09  |
| Common Stock                    | 03/21/2019                           |  | M <sup>(2)</sup>               |   | 9,000   | A  | \$ 53.88  |
| Common Stock                    | 03/21/2019                           |  | S <sup>(3)</sup>               |   | 9,000   | D  | \$ 65.19  |
| Common Stock                    | 03/21/2019                           |  | M <sup>(2)</sup>               |   | 1,618   | A  | \$ 20.51  |
| Common Stock                    | 03/21/2019                           |  | S <sup>(4)</sup>               |   | 1,618   | D  | \$ 65.02  |

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|              |            |                  |       |   |          |        |   |
|--------------|------------|------------------|-------|---|----------|--------|---|
| Common Stock | 03/21/2019 | M <sup>(2)</sup> | 2,185 | A | \$ 31.7  | 53,153 | D |
| Common Stock | 03/21/2019 | S <sup>(5)</sup> | 2,185 | D | \$ 65.04 | 50,968 | D |

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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Employee Stock Option (Right to Buy)       | \$ 53.88   | 03/21/2019                           |  | M <sup>(2)</sup>               | 9,000   | 02/27/2016 <sup>(6)</sup> 02/27/2025                     | Common Stock  | 9,000                      |  |
| Employee Stock Option (Right to Buy)       | \$ 20.51   | 03/21/2019                           |  | M <sup>(2)</sup>               | 1,618   | 02/28/2017 <sup>(7)</sup> 02/28/2026                     | Common Stock  | 1,618                      |  |
| Employee Stock Option (Right to Buy)       | \$ 31.7  | 03/21/2019                           |  | M <sup>(2)</sup>               | 2,185   | 03/28/2018 <sup>(8)</sup> 03/28/2027                     | Common Stock  | 2,185                      |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

DePina Stuart  
35 E. WACKER DRIVE  
SUITE 2400  
CHICAGO, IL 60601

President\*

## Signatures

/s/ Shelly O'Brien, by Power-of-Attorney for Stuart  
DePina

03/22/2019

\_\_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) The Common Shares reported herein as being sold were sold at a range of between \$65.08 and \$65.20 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(2) Reflects the cashless exercise of stock options which were granted pursuant to Rule 16b-3.

(3) The Common Shares reported herein as being sold were sold at a range of between \$65.00 and \$65.61 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(4) The Common Shares reported herein as being sold were sold at a range of between \$65.00 and \$65.16 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(5) The Common Shares reported herein as being sold were sold at a range of between \$65.00 and \$65.32 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. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such price range.

(6) This option grant vested over a 3 year period; one-third of the total amount vested on each anniversary of the date of grant.

(7) This option grant vested over a 3 year period; one-third of the total amount vested on the first anniversary of the date of grant and one-twelfth of the total amount vested on each three-month anniversary of the date of grant thereafter.

(8) This option grant vests over a 3 year 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.

### Remarks:

Chief Executive of Envestnet Data & Analytics

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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