Thomas Brandon Form 4 August 31, 2017

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

Common

Common

Common

Stock

Stock

Stock

08/29/2017

08/29/2017

(Print or Type Responses)

Name and Address of Reporting Person * Thomas Brandon			2. Issue Symbol	r Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
				STNET, IN	-	(Chec	k all applicable)	
(Last)	(First)	(Middle)	3. Date of	f Earliest Tra	nsaction				
35 EAST W 2400	ACKER DRIV	E, SUITE	(Month/I 08/29/2	Day/Year) 017		X_ Officer (give below)	e title Other below) nvestment Office	er (specify	
(Street)			4. If Ame	endment, Date	e Original	6. Individual or Joint/Group Filing(Check			
CHICAGO.	, IL 60601		Filed(Mo	nth/Day/Year)		Applicable Line) _X_ Form filed by O Form filed by M Person			
						reison			
(City)	(State)	(Zip)	Tab	le I - Non-De	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year			3. Transaction Code	4. Securities Acquired a (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial	
Security		r) Execution		Transaction	(A) or Disposed of (D)	Securities	Ownership	In	

(Instr. 8)

Code

 $M^{(10)}$

 $F^{(11)}$

V Amount

205

67

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form

Owned

Following

Reported

239,874

239,807

13,938

Transaction(s) (Instr. 3 and 4)

(A)

(D)

A

D

Price

(10)

(D) or

Indirect (I)

(Instr. 4)

D

D

Ι

of

Ownership

(Instr. 4)

See

(1)

footnote

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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	Orof Deri Secu Acq (A) (Disp of (I	vative nrities uired or oosed O) cr. 3, 4,			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
Employee Stock Option (Right to Buy)	\$ 9						07/28/2011(2)	07/28/2020	Common Stock	27,000
Employee Stock Option (Right to Buy)	\$ 12.55						02/28/2012(3)	02/28/2021	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 12.45						02/28/2013(3)	02/28/2022	Common Stock	7,647
Employee Stock Option (Right to Buy)	\$ 15.34						02/28/2014(3)	02/28/2023	Common Stock	8,000
Employee Stock Option (Right to Buy)	\$ 41.84						02/28/2015(3)	02/28/2024	Common Stock	6,200
Employee Stock Option (Right to Buy)	\$ 53.88						02/29/2016(3)	02/27/2025	Common Stock	4,800

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Employee Stock Option (Right to Buy)	\$ 20.51				02/28/2017(4)	02/28/2026	Common Stock	2,464
Employee Stock Option (Right to Buy)	\$ 31.7				03/28/2018(4)	03/28/2027	Common Stock	1,690
Restricted Stock Units	<u>(5)</u>				<u>(7)</u>	02/28/2018	Common Stock	1,067 (6)
Restricted Stock Units	<u>(5)</u>	08/29/2017	M	205	<u>(8)</u>	02/28/2019	Common Stock	205
Restricted Stock Units	<u>(5)</u>				<u>(9)</u>	08/02/2019	Common Stock	13,336 (6)
Restricted Stock Units	<u>(5)</u>				<u>(8)</u>	03/28/2020	Common Stock	5,069 (6)

Reporting Owners

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

Thomas Brandon 35 EAST WACKER DRIVE **SUITE 2400** CHICAGO, IL 60601

Chief Investment Officer

Signatures

/s/ Shelly O'Brien, by power of attorney for Brandon Thomas

**Signature of Reporting Person

08/31/2017 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 the reporting person 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.
- This option grant vests over a 3 year period; one-third of the total amount vests on each anniversary of the date of grant. **(3)**
- 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 **(4)** one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.

Reporting Owners 3

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- (5) Each restricted stock unit is the economic equivalent of one share of Envestnet, Inc. Common Stock
- (6) Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- (7) These restricted stock units vest over a 3-year period; one-third of the total amount vests on each anniversary of the date of grant.
- (8) 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 then one-twelfth of the total amount vests on each three-month anniversary of the date of grant thereafter.
- (9) These restricted stock units vest over a 3 -year period; one-twelfth of the total amount vests on each three-month anniversary of the date of grant.
 - Represents the issuance of Envestnet, Inc. common stock upon the vesting of restricted stock units effective August 29, 2017 (the "August Vested Restricted Stock Units"). Restricted stock units convert into common stock on a one-for-one basis. The reporting person
- (10) was granted 2,464 restricted stock units on February 29, 2016 of which one-twelfth of the total amount vested on August 29, 2017. Such restricted stock units were previously reported in Table II on a Form 4 filed with the Securities and Exchange Commission on March 2, 2016.
- The reporting person is reporting the withholding by Envestnet, Inc. of 67 shares of common stock to satisfy the reporting person's tax (11) withholding obligations in connection with the vesting for tax purposes of the August Vested Restricted Stock Units to the reporting person on August 29, 2017.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.