

Sisteron Yves
Form 4
August 05, 2010

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 *
Sisteron Yves

2. Issuer Name and Ticker or Trading Symbol
ENVESTNET, INC. [ENV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
35 EAST WACKER DRIVE, SUITE 2400

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CHICAGO, IL 60601

(City) (State) (Zip)

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 | 08/03/2010 | | J ⁽¹⁾ | 323,359 (2) (3) A (2) (3) | 456,193 | I | By GRP II Investors, L.P. (4) (5) |
| Common Stock | 08/03/2010 | | J ⁽¹⁾ | 146,511 (6) (7) A (6) (7) | 212,312 | I | By GRP II Partners, L.P. (4) (5) |
| Common Stock | 08/03/2010 | | J ⁽¹⁾ | 1,135,956 (8) (9) A (8) (9) | 1,619,828 | I | By GRPVC, L.P. (4) (5) |

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

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 control number.

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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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | <u>(2)</u> <u>(3)</u> | 08/03/2010 | | C | 254,240 <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock | 254,240 |
| Series A Preferred Stock | <u>(6)</u> <u>(7)</u> | 08/03/2010 | | C | 125,120 <u>(6)</u> <u>(7)</u> | <u>(6)</u> <u>(7)</u> | <u>(6)</u> <u>(7)</u> | Common Stock | 125,120 |
| Series A Preferred Stock | <u>(8)</u> <u>(9)</u> | 08/03/2010 | | C | 923,040 <u>(8)</u> <u>(9)</u> | <u>(8)</u> <u>(9)</u> | <u>(8)</u> <u>(9)</u> | Common Stock | 923,040 |
| Series B Preferred Stock | <u>(2)</u> <u>(3)</u> | 08/03/2010 | | C | 32,890 <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock | 32,890 |
| Series B Preferred Stock | <u>(6)</u> <u>(7)</u> | 08/03/2010 | | C | 12,334 <u>(6)</u> <u>(7)</u> | <u>(6)</u> <u>(7)</u> | <u>(6)</u> <u>(7)</u> | Common Stock | 12,334 |
| Series B Preferred Stock | <u>(8)</u> <u>(9)</u> | 08/03/2010 | | C | 94,333 <u>(8)</u> <u>(9)</u> | <u>(8)</u> <u>(9)</u> | <u>(8)</u> <u>(9)</u> | Common Stock | 94,333 |
| Series C Preferred Stock | <u>(2)</u> <u>(3)</u> | 08/03/2010 | | C | 16,097 <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | <u>(2)</u> <u>(3)</u> | Common Stock | 16,097 |
| Series C Preferred | <u>(6)</u> <u>(7)</u> | 08/03/2010 | | C | 4,024 <u>(6)</u> <u>(7)</u> | <u>(6)</u> <u>(7)</u> | <u>(6)</u> <u>(7)</u> | Common Stock | 4,024 |

Stock

| | | | | | | | | |
|--------------------------|-----------------------|------------|--------------|---------------------------------|-----------------------|-----------------------|--------------|--------|
| Series C Preferred Stock | <u>(8)</u> <u>(9)</u> | 08/03/2010 | C | 47,070 <u>(8)</u> <u>(9)</u> | <u>(8)</u> <u>(9)</u> | <u>(8)</u> <u>(9)</u> | Common Stock | 47,070 |
| Common Stock <u>(10)</u> | <u>(10)</u> | 08/03/2010 | J <u>(1)</u> | 20,132 <u>(10)</u> | <u>(10)</u> | <u>(10)</u> | Common Stock | 20,132 |
| Common Stock <u>(11)</u> | <u>(11)</u> | 08/03/2010 | J <u>(1)</u> | 5,033 <u>(11)</u> | <u>(11)</u> | <u>(11)</u> | Common Stock | 5,033 |
| Common Stock <u>(12)</u> | <u>(12)</u> | 08/03/2010 | J <u>(1)</u> | 71,513 <u>(12)</u> | <u>(12)</u> | <u>(12)</u> | Common Stock | 71,513 |

Reporting Owners

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

Signatures

/s/ Shelly O'Brien, by power of attorney for Yves Sisteron 08/05/2010

**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) On August 3, 2010, The EnvestNet Group, Inc. ("ENG") merged with and into the Issuer, with the Issuer being the surviving entity. Pursuant to the merger, all of the shareholders of ENG, including the Reporting Person, exchanged their ENG common shares and preferred shares for shares of the Issuer's Common Stock and all of the Issuer common shares and preferred shares that were held by ENG became part of the Issuer's treasury stock. The shares referred to in this Table I reflect the Reporting Person's acquisition of Issuer Common Stock pursuant to such exchange.
- (2) Represents shares of the Issuer's Common Stock acquired as a result of the exchange of 20,132 shares of ENG common stock, on August 3, 2010, pursuant to the terms of the merger referred to above. Each share of ENG Common Stock was exchanged for 0.0935 shares of the Issuer's Common Stock. Also represents 254,240 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series A Preferred Stock of the Issuer, 32,890 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series B Preferred Stock of the Issuer and 16,097 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series C Preferred Stock of the Issuer. (Continued in footnote 3).

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- (3) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock and each Share of the Issuer's Series B Preferred Stock and Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Preferred Stock and the ENG common stock had no expiration date. These numbers reflect the exchange or conversion, as applicable, and do not represent the actual number of shares of Issuer Preferred Stock or ENG common or preferred stock previously beneficially owned by the Reporting Person.

- (4) GRPVC, L.P. is the general partner of GRP II Partners, L.P. GRP Management Services Corporation is the general partner of each of GRPVC, L.P. and GRP II Investors, L.P. Mr. Sisteron, together with Steven Dietz and Brian McLoughlin, is an officer of GRP Management Services Corporation. Mr. Sisteron, together with Herve Defforey, Steven Dietz, Brian McLoughlin and Mark Suster, is a member of the investment committee of GRP II Partners, L.P. Pursuant to contractual arrangements, GRP II Investors, L.P. has granted GRP Management Services Corporation the authority to vote and dispose of the shares held by it in the same manner as the investment committee votes or disposes of the shares held by GRP II Partners, L.P. (Continued to footnote 5)

- (5) While Mr. Sisteron may be deemed to possess indirect beneficial ownership of the shares owned by GRPVC, L.P., GRP II Partners, L.P. and GRP II Investors, L.P., he does not have sole voting or investment power with respect to such shares and, as a result, disclaims beneficial ownership of any and all such shares except to the extent of his pecuniary interests therein.

- (6) Represents shares of the Issuer's Common Stock acquired as a result of the exchange of 5,033 shares of ENG common stock, on August 3, 2010, pursuant to the terms of the merger referred to above. Each share of ENG Common Stock was exchanged for 0.0935 shares of the Issuer's Common Stock. Also represents 125,120 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series A Preferred Stock of the Issuer, 12,334 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series B Preferred Stock of the Issuer and 4,024 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series C Preferred Stock of the Issuer. (Continued in footnote 7).

- (7) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock and each Share of the Issuer's Series B Preferred Stock and Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Preferred Stock and the ENG common stock had no expiration date. These numbers reflect the exchange or conversion, as applicable, and do not represent the actual number of shares of Issuer Preferred Stock or ENG common or preferred stock previously beneficially owned by the Reporting Person.

- (8) Represents shares of the Issuer's Common Stock acquired as a result of the exchange of 71,513 shares of ENG common stock, on August 3, 2010, pursuant to the terms of the merger referred to above. Each share of ENG Common Stock was exchanged for 0.0935 shares of the Issuer's Common Stock. Also represents 923,040 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series A Preferred Stock of the Issuer, 94,333 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series B Preferred Stock of the Issuer and 47,070 shares of the Issuer's Common Stock acquired as a result of the conversion of the Reporting Person's holdings of Series C Preferred Stock of the Issuer. (Continued in footnote 9).

- (9) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series A Preferred Stock converted into 160 shares of the Issuer's Common Stock and each Share of the Issuer's Series B Preferred Stock and Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Preferred Stock and the ENG common stock had no expiration date. These numbers reflect the exchange or conversion, as applicable, and do not represent the actual number of shares of Issuer Preferred Stock or ENG common or preferred stock previously beneficially owned by the Reporting Person.

- (10) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 20,132 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.

- (11) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 5,033 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.

- (12) Represented an interest in the number of shares of the Issuer's Common Stock indicated in Table II, Item 5 as a result of the Reporting Person's beneficial ownership of 71,513 shares of common stock of ENG. On August 3, 2010, ENG merged with and into the Issuer and each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering. This number reflects that exchange and does not represent the actual number of shares of ENG common stock previously beneficially owned by the Reporting Person. The ENG common stock had no expiration date.

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.