

ENVESTNET, INC.  
Form 8-K  
May 13, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report**

**Pursuant To Section 13 or 15 (d) of**  
**the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) May 7, 2013**

**ENVESTNET, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other  
jurisdiction)

**001-34835**  
(State or other  
jurisdiction)

**20-1409613**  
(I.R.S. Employer of  
Incorporation Identification No.)

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**35 East Wacker Drive, Suite 2400**

**Chicago, Illinois**  
(Address of principal executive offices)

**60601**  
(Zip Code)

**Registrant's telephone number, including area code: (312) 827-2800**

**Not applicable**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On May 7, 2013, the Board of Directors (the Board ) of Envestnet, Inc. approved the adoption of the Second Amendment (the Incentive Plan Amendment ) to the Envestnet, Inc. Management Incentive Plan (the Plan ) for Envestnet | Tamarac Management Employees. The purpose of the Incentive Plan Amendment was to provide that all awards under the Plan on and after April 11, 2013 would be made under the Envestnet, Inc. 2010 Long-Term Incentive Plan (the LTIP ) and the Plan would be treated as a subplan of the LTIP.

The foregoing descriptions of the Incentive Plan Amendment are not complete and are qualified in their entirety by reference to the Incentive Plan Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Second Amendment to the Envestnet, Inc. Management Incentive Plan for Envestnet | Tamarac Management Employees.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENVESTNET, INC..**

By: /s/ Peter H. D Arrigo  
Name: Peter H. D Arrigo  
Title: Chief Financial Officer

Date: May 13, 2013