

ENVESTNET, INC.

Form 3

December 18, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Majoros Matthew

(Last) (First) (Middle)

35 EAST WACKER
DRIVE,Â SUITE 2400

(Street)

CHICAGO,Â ILÂ 60601

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/12/2013

3. Issuer Name **and** Ticker or Trading Symbol
ENVESTNET, INC. [ENV]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Principal Accounting Officer

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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

895

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	02/22/2020	Common Stock	1,000	\$ 13.45	D	Â
Stock Option (right to buy)	Â (2)	07/28/2020	Common Stock	3,000	\$ 9	D	Â
Restricted Stock Award	Â (4)	02/28/2021	Common Stock	167	\$ (3)	D	Â
Restricted Stock Award	Â (5)	02/28/2022	Common Stock	567	\$ (3)	D	Â
Restricted Stock Award	Â (6)	02/28/2023	Common Stock	862	\$ (3)	D	Â
Restricted Stock Award	Â (7)	06/28/2013	Common Stock	711	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Majoros Matthew 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601	Â	Â	Â Principal Accounting Officer	Â

Signatures

/s/ Shelly O'Brien, by power of attorney for Matthew Majoros

12/18/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) 1,000 options were granted to the Reporting Person on 2/22/2010. Of such 1,000 options, 333 vested on 2/22/2011, 333 vested on 2/22/2012 and 334 vested on 2/22/2013.

(2) 3,000 options were granted to the Reporting Person on 7/28/2010. Of such 3,000 options, 750 vested on 7/28/2011, 750 vested on 7/28/2012, 750 vested on 7/28/2013 and the remaining 750 will vest on 7/28/2014.

(3) Each restricted stock award represents the contingent right to receive one share of common stock upon vesting of this unit.

(4) On February 28, 2011, the Reporting Person was granted 500 restricted stock units, of which 2/3 of the shares subject to the restricted stock award vested on February 29, 2012 and February 28, 2013. The common stock into which such vested restricted stock units converted on February 29, 2012 and February 28, 2013 respectively. The aggregate number of shares minus withholding by Envestnet, Inc. of shares of common stock to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the Converted Common Stock is included in Table I on this Form 3. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

(5) On February 29, 2012, the Reporting Person was granted 850 restricted stock units, of which 1/3 of the shares subject to the restricted stock award vested on February 28, 2013. The common stock into which such vested restricted stock units converted on February 28,

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2013. The aggregate number of shares minus withholding by Envestnet, Inc. of shares of common stock to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the Converted Common Stock is included in Table I on this Form 3. The remaining unvested restricted stock units will continue to vest as to 1/3 of the original number of shares subject to the restricted stock awards on each succeeding February 28th until fully vested.

- (6) This restricted stock award vests in three installments beginning on the first anniversary of the date of the grant of restricted stock.
- (7) This restricted stock award vests 100% on 6/28/2014, the anniversary of the date of the grant of restricted stock.

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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