

ENVESTNET, INC.
Form 4
August 05, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
AOS Partners, LP

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
____ Officer (give title below)
 10% Owner
____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 08/03/2010 | | J ⁽¹⁾ | A | 4,824,008 <u>(2)</u> 6,903,651 | D | |

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series A Preferred Stock | <u>(3)</u> <u>(4)</u> | 08/03/2010 | | C | 3,960,000 <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | <u>(3)</u> <u>(4)</u> | Common Stock | 3,960,000 |
| Series B Preferred Stock | <u>(5)</u> <u>(6)</u> | 08/03/2010 | | C | 411,130 <u>(5)</u> <u>(6)</u> | <u>(5)</u> <u>(6)</u> | <u>(5)</u> <u>(6)</u> | Common Stock | 411,130 |
| Series C Preferred Stock | <u>(7)</u> <u>(8)</u> | 08/03/2010 | | C | 201,219 <u>(7)</u> <u>(8)</u> | <u>(7)</u> <u>(8)</u> | <u>(7)</u> <u>(8)</u> | Common Stock | 201,219 |
| Common Stock | <u>(9)</u> <u>(10)</u> | 08/03/2010 | | J <u>(1)</u> | 251,659 <u>(9)</u> <u>(10)</u> | <u>(9)</u> <u>(10)</u> | <u>(9)</u> <u>(10)</u> | Common Stock | 251,659 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AOS Partners, LP 35 EAST WACKER DRIVE, SUITE 2400 CHICAGO, IL 60601 | | X | | |
| GRP II Investors, L.P. 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | X | | |
| GRP II Partners, L.P. 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | X | | |
| GRPVC, L.P. 35 EAST WACKER DRIVE SUITE 2400 CHICAGO, IL 60601 | | X | | |

Signatures

/s/ Shelly O'Brien, by power of attorney for AOS Partners, L.P. 08/05/2010

**Signature of Reporting Person

Date

08/05/2010

/s/ Shelly O'Brien, by power of attorney for GRP II Investors,
L.P.

**Signature of Reporting Person

Date

/s/ Shelly O'Brien, by power of attorney for GRP II Partners,
L.P.

08/05/2010

**Signature of Reporting Person

Date

/s/ Shelly O'Brien, by power of attorney for GRPVC, L.P.

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 the Reporting Person 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 by AOS Partners, LP, GRPVC, LP, GRP II Investors, LP and GRP II Partners LP as a result of the merger of ENG with and into the Issuer.

(3) Represents 2,657,600 shares of the Issuer's Common Stock acquired as a result of the conversion of the AOS Partners, LP's holdings of Series A Preferred Stock of the Issuer, 923,040 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRPVC, LP's holdings of Series A Preferred Stock of the Issuer, 254,240 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRP II Investors, LP's holdings of Series A Preferred Stock of the Issuer, and 125,120 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRP II Partners, LP's holdings of Series A Preferred Stock of the Issuer. (Continued in Footnote 4)

(4) 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. The Issuer's Preferred Stock had no expiration date. These numbers reflect the conversion and do not represent the actual number of shares of Issuer Preferred Stock previously beneficially owned by the Reporting Person.

(5) Represents 271,573 shares of the Issuer's Common Stock acquired as a result of the conversion of the AOS Partners, LP's holdings of Series B Preferred Stock of the Issuer, 94,333 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRPVC, LP's holdings of Series B Preferred Stock of the Issuer, 32,890 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRP II Investors, LP's holdings of Series A Preferred Stock of the Issuer, and 12,334 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRP II Partners, LP's holdings of Series B Preferred Stock of the Issuer. (Continued Footnote 6)

(6) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series B Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Preferred Stock had no expiration date. These numbers reflect the conversion and do not represent the actual number of shares of Issuer Preferred Stock previously beneficially owned by the Reporting Person.

(7) Represents 134,028 shares of the Issuer's Common Stock acquired as a result of the conversion of the AOS Partners, LP's holdings of Series C Preferred Stock of the Issuer, 47,070 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRPVC, LP's holdings of Series C Preferred Stock of the Issuer, 16,097 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRP II Investors, LP's holdings of Series C Preferred Stock of the Issuer, and 4,024 shares of the Issuer's Common Stock acquired as a result of the conversion of the GRP II Partners, LP's holdings of Series C Preferred Stock of the Issuer. (Continued Footnote 8)

(8) Effective upon the closing of the Issuer's initial public offering, each share of the Issuer's Series C Preferred Stock converted into 200 shares of the Issuer's Common Stock. The Issuer's Preferred Stock had no expiration date. These numbers reflect the conversion and do not represent the actual number of shares of Issuer Preferred Stock previously beneficially owned by the Reporting Person.

(9) Represents 154,981 shares of the Issuer's Common Stock acquired as a result of the exchange of the AOS Partners, LP's holdings of ENG Common Stock, 71,513 shares of the Issuer's Common Stock acquired as a result of the exchange of the GRPVC, LP's holdings of ENG Common Stock, 20,132 shares of the Issuer's Common Stock acquired as a result of the exchange of the GRP II Investors, LP's holdings of ENG Common Stock, and 5,033 shares of the Issuer's Common Stock acquired as a result of the exchange of the GRP II Partners, LP's holdings of ENG Common Stock. (Continued Footnote 10)

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- (10) Effective upon the closing of the Issuer's initial public offering, each share of ENG common stock was exchanged for 0.0935 shares of the Issuer's Common Stock. These number reflect that exchange and do not represent the actual number of shares of ENG common stock previously beneficially owned by AOS Partners, LP, GRPVC, LP, GRP II Investors, LP and GRP II Partners LP. 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.

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