Dillon Kevin E. Form 4 May 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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Check this box

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(b).

1. Name and Address of Reporting Person * Dillon Kevin E.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) (Middle) ENVIVIO INC [ENVI]

(Check all applicable)

400 OYSTER POINT **BOULEVARD, SUITE 325** 3. Date of Earliest Transaction

(Month/Day/Year) 04/30/2012

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

6. Individual or Joint/Group Filing(Check

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SOUTH SAN FRANCISCO, CA 94080

(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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	04/30/2012		С	671,155		<u>(2)</u>	1,417,201	I	By Atlantic Bridge Ventures GP Ltd. (2)
Common Stock	04/30/2012		S	67,312	D	\$ 8.37	1,349,889	I	By Atlantic Bridge Ventures GP Ltd. (2)

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Common Stock	(1)	04/30/2012		С	400,000	<u>(1)</u>	<u>(1)</u>	Common Stock	400,000
Common Stock	<u>(1)</u>	04/30/2012		C	271,155	<u>(1)</u>	<u>(1)</u>	Common Stock	271,155

Reporting Owners

Attorney-in-Fact.

**Signature of Reporting Person

	Relationships					
Reporting Owner Name / Address	Director 10% Owner	Officer	Other			
Dillon Kevin E. 400 OYSTER POINT BOULEVARD, SUITE 325 SOUTH SAN FRANCISCO, CA 94080	X					
Signatures						
/s/ Erik Miller, 05/02/2012						

05/02/2012

Date

Reporting Owners 2

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) The convertible G2 Preferred Stock and H2 Preferred Stock stock automatically converted into shares of common stock upon the closing of the Issuer's initial public offering, on a one-for-one basis and has no expiration date.
- The Reporting Person is a managing partner of Atlantic Bridge Ventures GP Ltd. The Reporting Person shares voting and dispositive

 (2) power over the securities held by this fund with Elaine Coughlan and Brian Long, each as Controlling Shareholders of the fund. Each of these individuals disclaim beneficial ownership of the reported securities except to the extent of his or her pecuniary interest therein.

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.