

Dillon Kevin E.  
Form 4  
May 02, 2012

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
Dillon Kevin E.

(Last) (First) (Middle)

400 OYSTER POINT  
BOULEVARD, SUITE 325

(Street)

SOUTH SAN  
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ENVIVIO INC [ENVI]

3. Date of Earliest Transaction (Month/Day/Year)  
04/30/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/30/2012		C		671,155	A	②	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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(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	
Common Stock	<u>(1)</u>	04/30/2012		C	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

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

## Signatures

/s/ Erik Miller,  
Attorney-in-Fact. 05/02/2012

         \*\*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) 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.

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