

GILHULY EDWARD A
 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 *
SAGEVIEW CAPITAL MASTER, L.P.

(Last) (First) (Middle)

C/O SAGEVIEW CAPITAL LP, 55 RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(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 ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/30/2012 | | C | | 2,500,000 | A | Ⓛ |
| Common Stock | 04/30/2012 | | S | | 400,000 | D | \$ 8.37 |

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

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SEC 1474 (9-02)

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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. 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 I2 Preferred Stock | (1) | 04/30/2012 | | C | 2,500,000 | (1) | (1) | Common Stock | 2,500,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAGEVIEW CAPITAL MASTER, L.P. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Sageview Capital Partners (A), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Sageview Capital Partners (B), LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Sageview Partners (C) (Master), LP C/O SAGEVIEW CAPITAL L.P. 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Sageview Capital GenPar, Ltd. C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Sageview Capital GenPar, LP C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE GREENWICH, CT 06830 | | X | | |
| Sageview Capital MGP, LLC C/O SAGEVIEW CAPITAL LP 55 RAILROAD AVENUE | | X | | |

GREENWICH, CT 06830

GILHULY EDWARD A
C/O SAGEVIEW CAPITAL L.P.
245 LYTTON AVE, SUITE 250
PALO ALTO, CA 94301

X X

STUART SCOTT M
C/O SAGEVIEW CAPITAL LP
55 RAILROAD AVENUE
GREENWICH, CT 06830

X

Signatures

/s/ Barbara E. Parker, Sageview Capital GenPar, Ltd., as General Partner of Sageview Capital Master L.P.

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 Series I2 Preferred 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 had no expiration date.

Remarks:

This Form 4 is filed on behalf of Sageview Capital Master, L.P. ("Sageview Master"), Sageview Capital Partners (A), L.P. ("S

Each of Sageview A, Sageview B, Sageview C, Sageview Ltd, Sageview GenPar, Sageview MGP and Messrs. Gilhuly and St

Exhibit 99.1 - Joint Filer Information

(See signatures of other Reporting Persons on the attached Exhibit 99.1)

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.