

LPL Financial Holdings Inc.  
Form 4  
November 13, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Hellman & Friedman LLC

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LPL Financial Holdings Inc. [LPLA]

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

11/08/2012

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock, par value \$0.001 per share | 11/08/2012                           |  | A <sup>(1)</sup>               | 3,570 A \$ 0  | 9,850   | I  | See Notes (2) (6) (7) (8)         |
| Common Stock, par value \$0.001 per share |                                      |  |                                |   | 23,712,059  | I  | See Notes (3) (6) (7) (8)         |
| Common Stock, par                         |                                      |  |                                |   | 3,244,495   | I  | See Notes (4) (6) (7) (8)         |

value  
\$0.001 per  
share

Common  
Stock, par  
value  
\$0.001 per  
share

13,480 I

See Notes  
(5) (6) (7) (8)

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Hellman & Friedman LLC<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111               | X             | X         |         |       |
| Hellman & Friedman Investors V, L.P.<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111 | X             | X         |         |       |
| HELLMAN & FRIEDMAN CAPITAL V LP<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111      | X             | X         |         |       |
|   | X             | X         |         |       |

Hellman & Friedman Capital Partners V (Parallel), L.P.  
 ONE MARITIME PLAZA, 12TH FLOOR  
 SAN FRANCISCO, CA 94111

Hellman & Friedman LP  
 ONE MARITIME PLAZA, 12TH FLOOR X X  
 SAN FRANCISCO, CA 94111

## Signatures

|  |            |
|--|------------|
| /s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC   | 11/13/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P.   | 11/13/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of Hellman & Friedman Capital Partners V, L.P.            | 11/13/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of Hellman & Friedman Capital Partners V (Parallel), L.P. | 11/13/2012 |
| __Signature of Reporting Person  | Date       |
| /s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman LP  | 11/13/2012 |
| __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) These shares represent restricted stock that was granted to Jeffrey A. Goldstein and Allen R. Thorpe, each a director of the Issuer, under the Issuer's 2010 Omnibus Equity Incentive Plan. This restricted stock shall be fully vested on the second anniversary of the transaction date. This restricted stock is held by Messrs. Goldstein and Thorpe for the benefit of Hellman & Friedman LP ("H&F LP") and each of Messrs. Goldstein and Thorpe disclaimed beneficial ownership of such shares. Hellman & Friedman LLC ("H&F LLC") is the sole general partner of H&F LP. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement of Hellman & Friedman Capital Partners V, L.P. ("HFCP V") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel"). Each of H&F LP, H&F LLC, HFCP V and HFCP V Parallel is a director by deputization of the Issuer.
- (2) This Common Stock is held by H&F LP.
- (3) This Common Stock is held by HFCP V and includes shares that may be deemed beneficially owned as described in Note 6 below.
- (4) This Common Stock is held by HFCP V Parallel and includes shares that may be deemed beneficially owned as described in Note 6 below.
- (5) This Common Stock is held by Hellman & Friedman Capital Associates V, L.P. ("Associates V").
- (6) Hellman & Friedman Investors V, L.P. ("Investors V" and, together with H&F LLC, HFCP V, HFCP V Parallel, Associates V and H&F LP, the "H&F Entities") is the sole general partner of each of HFCP V and HFCP V Parallel. H&F LLC is the sole general partner of each of Investors V, Associates V and H&F LP. As the sole general partner of HFCP V and HFCP V Parallel, Investors V may be deemed to beneficially own shares of Common Stock beneficially owned by HFCP V and HFCP V Parallel. As the sole general partner of Investors V, Associates V and H&F LP, H&F LLC may be deemed to beneficially own shares of Common Stock beneficially owned

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by Investors V, Associates V and H&F LP. (Continued in footnote 7)

(7) (Continued from footnote 6) Following the reported transaction (a) HFCP V may be deemed to beneficially own 23,712,059 shares of Common Stock, including its indirect beneficial interest in the shares of Common Stock held by H&F LP, (b) HFCP Parallel may be deemed to beneficially own 3,244,495 shares of Common Stock, including its indirect beneficial interest in the shares of Common Stock held by H&F LP, (c) Investors V may be deemed to beneficially own 26,956,554 shares of Common Stock and (d) H&F LLC may be deemed to beneficially own 26,970,034 shares of Common Stock.

(8) A five member investment committee of H&F LLC has investment discretion over shares of Common Stock beneficially owned by the H&F Entities. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by the H&F Entities, except to the extent of such member's respective pecuniary interest therein, if any.

### Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing s

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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