

LPL Financial Holdings Inc.  
Form 4  
November 15, 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 \*  
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)

11/13/2012

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 Beneficial Ownership (Instr. 4) |                            |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|----------------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                            |
| Common Stock, par value \$0.001 per share | 11/13/2012                           |  | J <sup>(1)</sup>               |   | 7,111,018   | D  | \$ 0<br>(1) 16,601,041                                | See Footnotes (2) (9) (10) |
| Common Stock, par value \$0.001 per share | 11/13/2012                           |  | J <sup>(3)</sup>               |   | 972,993   | D  | \$ 0<br>(3) 2,271,502                                 | See Footnotes (4) (9) (10) |
| Common Stock, par value \$0.001 per share | 11/13/2012                           |  | J <sup>(5)</sup>               |   | 4,044   | D  | \$ 0<br>(5) 9,436                                     | See Footnotes              |

|   |            |                  |           |   |                    |       |  |   |                                   |
|---|------------|------------------|-----------|---|--------------------|-------|--|---|-----------------------------------|
| value<br>\$0.001 per<br>share                         |            |                  |           |   |                    |       |  |   | (6) (9) (10)                      |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share | 11/13/2012 | J <sup>(7)</sup> | 1,390,990 | D | \$ 0<br><u>(7)</u> | 0     |  | I | See<br>Footnotes<br>(8) (9) (10)  |
| Common<br>Stock, par<br>value<br>\$0.001 per<br>share |            |                  |           |   |                    | 9,850 |  | I | See<br>Footnotes<br>(9) (10) (11) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>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 CAPITAL V LP<br>ONE MARITIME PLAZA, 12TH FLOOR                   | X             | X         |         |       |

SAN FRANCISCO, CA 94111

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

Hellman & Friedman Capital Associates V, L.P.  
 ONE MARITIME PLAZA, 12TH FLOOR X X  
 SAN FRANCISCO, CA 94111

Hellman & Friedman Investors V, L.P.  
 ONE MARITIME PLAZA, 12TH FLOOR X X  
 SAN FRANCISCO, CA 94111

## Signatures

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC 11/15/2012  
 \_\_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. 11/15/2012  
 \_\_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. 11/15/2012  
 \_\_Signature of Reporting Person Date

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner  
 of Hellman & Friedman Capital Associates V, L.P. 11/15/2012  
 \_\_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. 11/15/2012  
 \_\_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) Hellman & Friedman Capital Partners V, L.P. ("HFCP V") has agreed to distribute these shares of Common Stock to the limited partners and the general partner of HFCP V in accordance with their pro rata interests in HFCP V.
- (2) These shares of Common Stock are held by HFCP V and include indirect beneficial interest in the shares of Common Stock held by Hellman & Friedman LP ("H&F LP").
- (3) Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel") has agreed to distribute these shares of Common Stock to the limited partners and the general partner of HFCP V Parallel in accordance with their pro rata interests in HFCP V Parallel.
- (4) These shares of Common Stock are held by HFCP V Parallel and include indirect beneficial interest in the shares of Common Stock held by H&F LP.
- (5) Hellman & Friedman Capital Associates V, L.P. ("Associates V") has agreed to distribute these shares of Common Stock to the limited partners of Associates V in accordance with their pro rata interests in Associates V.
- (6) These shares of Common Stock are held by Associates V.
- (7)

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Hellman & Friedman Investors V, L.P. ("Investors V") is the sole general partner of each of HFCP V and HFCP V Parallel. Investors V has agreed to distribute the shares of Common Stock that it receives in connection with the distributions by HFCP V and HFCP V Parallel to the limited partners of Investors V in accordance with their pro rata interests in Investors V.

(8) These shares of Common Stock are held by Investors V.

(9) 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 Associates V, Investors V and H&F LP, Hellman & Friedman LLC ("H&F LLC") may be deemed to beneficially own shares of Common Stock beneficially owned by Associates V, Investors V and H&F LP.

(10) A five member investment committee of H&F LLC has investment discretion over shares of Common Stock beneficially owned by H&F LLC, Investors V, HFCP V, HFCP V Parallel, Associates V and H&F LP. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by H&F LLC, Investors V, HFCP V, HFCP V Parallel, Associates V and H&F LP, except to the extent of such member's pecuniary interest therein, if any.

(11) These shares of Common Stock are held by 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 HFCP V and HFCP V Parallel.

### 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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