LPL Financial Holdings Inc.

Form 4

March 28, 2017

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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January 31, 2005

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and A SCHIFTER	2. Issuer Name <b>and</b> Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer					
	LPL Financial Holdings Inc. [LPLA]						(Check all applicable)					
(Last)	(First) (	(Middle) 3. Date				nsaction			(Check an approach)			
C/O TPG, 301 COMMERCE			(Month/Day/Year)						X Director 10% Owner Officer (give title Other (specify			
STREET, SU	03/24/2017						below) below)					
	(Street)	4. If Amer	4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check			
	Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
FORT WOR												
(City)	Table I - Non-Derivative Securities Acq						quired, Disposed of, or Beneficially Owned					
1.Title of				3. 4. Securities					5. Amount of Securities Beneficially	Form: Direct I	7. Nature of	
Security (Instr. 3)	· · · · · · · · · · · · · · · · · · ·			f TransactionAcquired (A Code Disposed of							Indirect Beneficial	
		(Month	/Day/Year)					5)	Owned	Ownership		
								Following Reported	(Instr. 4)	(Instr. 4)		
							(A)		Transaction(s)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	03/24/2017			A		22 (1)	A	\$0	31,938	D		
Common Stock	03/24/2017			A		11 (2)	A	\$0	31,949	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable		T:41-	or Namelana		
								Title Number of			
				C 1 W	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

SCHIFTER RICHARD P C/O TPG 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102



### **Signatures**

/s/ Richard P. 03/28/2017 Schifter

\*\*Signature of Date Reporting Person

# **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).

stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 11, 2017. The reporting person was previously granted stock units that were subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan (the "DDCP"), pursuant to which the reporting person elected to defer receipt of the equity portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy (the "Policy"). The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan (the "2010 Plan"). Each

Represents stock units granted under the 2010 Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. The reporting person was previously granted stock units that were subject to a written deferral election under the DDCP, pursuant

to which the reporting person elected to defer receipt of the cash portion of the annual retainer under the Policy. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

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.

Reporting Owners 2