

LPL Financial Holdings Inc.

Form 3

November 07, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â Hellman & Friedman LP

(Last) (First) (Middle)

ONE MARITIME PLAZA,
12TH FLOOR

(Street)

SAN
FRANCISCO,Â CAÂ 94111

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/07/2012

3. Issuer Name **and** Ticker or Trading Symbol
LPL Financial Holdings Inc. [LPLA]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.001 per share 6,280

D (1) (2) (3) ÂReminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)
Title4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Signatures

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of
Hellman & Friedman LP

11/07/2012

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 under the Issuer's 2010 Omnibus Equity Incentive Plan to Jeffrey A. Goldstein and Allen R. Thorpe. This restricted stock shall be fully vested on the second anniversary of the applicable grant date. As previously reported, Messrs. Goldstein and Thorpe held these shares for the benefit of Hellman & Friedman Capital Partners V, L.P. ("HFCP V") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel" and, together with HFCP V, the "H&F Funds") and disclaimed beneficial ownership of such shares. These shares have been transferred to Hellman & Friedman LP ("H&F LP"). Hellman & Friedman LLC ("H&F LLC"), a director by deputation of the Issuer, is the sole general partner of H&F LP and has previously reported beneficial ownership of these shares. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement of the H&F Funds.

(2) Hellman & Friedman Investors V, L.P. ("Investors V" and, together with H&F LLC, HFCP V, HFCP V Parallel 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 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 and H&F LP, H&F LLC may be deemed to beneficially own shares of common stock beneficially owned by Investors V and H&F LP. Each of the H&F Entities, other than H&F LP, has previously reported beneficial ownership of these shares.

(3) 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.

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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