

LPL Financial Holdings Inc.
Form 4
August 19, 2013

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)

08/15/2013

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 | 08/15/2013 | | J ⁽¹⁾ | | 11,097,376 | D | \$ 0 <u>(1)</u> 1,331 | See Footnotes (2) (9) (10) |
| Common Stock, par value \$0.001 per share | 08/15/2013 | | J ⁽³⁾ | | 1,518,442 | D | \$ 0 <u>(3)</u> 182 | See Footnotes (4) (9) (10) |
| Common Stock, par value \$0.001 per share | 08/15/2013 | | J ⁽⁵⁾ | | 6,311 | D | \$ 0 <u>(5)</u> 0 | See Footnotes |

| | | | | | | | | | |
|-------------------------|------------|--|------------------|-----------|---|------------|---|---|---------------|
| value | | | | | | | | | (6) (9) (10) |
| \$0.001 per share | | | | | | | | | |
| Common Stock, par value | 08/15/2013 | | J ⁽⁷⁾ | 2,400,800 | D | \$ 0 | 0 | I | See Footnotes |
| \$0.001 per share | | | | | | <u>(7)</u> | | | (8) (9) (10) |

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

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.

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

Hellman & Friedman Capital Associates V, L.P.
 ONE MARITIME PLAZA, 12TH FLOOR
 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 | 08/15/2013 |
| __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. | 08/15/2013 |
| __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. | 08/15/2013 |
| __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. | 08/15/2013 |
| __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. | 08/15/2013 |
| __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 distributed 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 were held by HFCP V and the remaining shares represent an indirect beneficial interest in the vested 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 distributed 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 were held by HFCP V Parallel and the remaining shares represent an indirect beneficial interest in the vested shares of Common Stock held by H&F LP.
- (5) Hellman & Friedman Capital Associates V, L.P. ("Associates V") has distributed 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 were held by Associates V.
- (7) 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 distributed the shares of Common Stock that it received 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 were 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 and Investors V, Hellman &

Edgar Filing: LPL Financial Holdings Inc. - Form 4

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

- (10) A four 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 and Associates V. 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 and Associates V, except to the extent of such member's pecuniary interest therein, if any.

Remarks:

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

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.