

LPL Financial Holdings Inc.
 Form 3
 November 07, 2012

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

OMB APPROVAL
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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hellman & Friedman LP		(Month/Day/Year)	LPL Financial Holdings Inc. [LPLA]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE MARITIME PLAZA, 12TH FLOOR		11/07/2012	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
SAN FRANCISCO,Â CAÂ 94111			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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 <u>(1)</u> <u>(2)</u> <u>(3)</u> Â	

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

SEC 1473 (7-02)

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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) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellman & Friedman LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		

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. 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. (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)Shares acquired upon vesting of restricted stock units granted to the Reporting Person on December 21, 2011 and reported on a Form 4 filed on December 22, 2011.
 (2)The reporting person reported all restricted stock units granted to the reporting person on December 21, 2011 in Table I of the Form 4 filed on December 22, 2011. As such, no adjustment to the reporting person's beneficial ownership needs to be made to reflect this vesting event.
 (3)The Form 4 filed on May 8, 2012 provided that 945 shares of common stock were withheld from the reporting person solely to satisfy tax obligations arising from the vesting of the restricted stock units but no shares of common stock were withheld.
 (4)The amount set forth in this column 5 of Table I includes the amount of shares from footnote 3 that were not withheld and reflects the amount of securities beneficially owned by the reporting person as of the date of the filing of this amended Form 4.
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