Arnold Dan H. Form 4 November 17, 2017

### FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 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)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Arnold Dan H. Issuer Symbol LPL Financial Holdings Inc. [LPLA] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title C/O LPL FINANCIAL HOLDINGS 11/15/2017 below) INC., 75 STATE STREET, 22ND President & CEO **FLOOR** (Street) 4. If Amendment, Date Original

Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
\_X\_ Form filed by One Reporting Person
\_\_\_ Form filed by More than One Reporting

BOSTON, MA 02109

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative)	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/15/2017		M	3,742	A	\$ 27.8	238,712.94	D	
Common Stock	11/15/2017		S <u>(1)</u>	3,742	D	\$ 48.54 (2)	234,970.94 (3)	D	

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

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SEC 1474

(9-02)

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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 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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to purchase Common Stock	\$ 27.8	11/15/2017		M	3,742	<u>(4)</u>	02/05/2018	Common Stock	3,742

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Arnold Dan H.						
C/O LPL FINANCIAL HOLDINGS INC.	v		Descridant & CEO			
75 STATE STREET, 22ND FLOOR	X President &		President & CEO	CEO		
BOSTON, MA 02109						

### **Signatures**

/s/ Gregory M. Woods, attorney-in-fact

\*\*Signature of Reporting Person

11/17/2017 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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 23, 2017.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.29 to \$48.85, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
- Consists of (i) 183,838.94 shares of Common Stock; (ii) 1,206 restricted stock units that vest on March 6, 2018; (iii) 8,006 restricted stock units that vest ratably on February 25, 2018 and February 25, 2019; (iv) 3,111 restricted stock units that vest in full on February 25, 2019; and (v) 38,809 restricted stock units that vest ratably on each of February 13, 2020, February 13, 2021 and February 13, 2022.
- This option became exercisable in five installments, beginning on February 5, 2009, which was the first anniversary of the date on which it was granted. The option became fully vested on February 5, 2013.

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#### **Remarks:**

The signatory is signing on behalf of Dan H. Arnold pursuant to a Power of Attorney dated March 15, 2017, which is filed as 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.