

Morrissey William P. Jr.  
 Form 4  
 February 07, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
 Morrissey William P. Jr.

2. Issuer Name and Ticker or Trading Symbol  
 LPL Financial Holdings Inc. [LPLA]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 02/05/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Managing Director

(Street)  
 BOSTON, MA 02109

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

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

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 02/05/2018                           |  | M                              |   | 20,000  | A  | \$ 27.8 37,541                    |
| Common Stock                    | 02/05/2018                           |  | S <sup>(1)</sup>               |   | 600   | D  | \$ 60.57 36,941                   |
| Common Stock                    | 02/05/2018                           |  | S                              |   | 7,697   | D  | \$ 62.38 29,244<br>(2)            |
| Common Stock                    | 02/05/2018                           |  | S                              |   | 11,703  | D  | \$ 63.09 17,541 (4)<br>(3)        |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to purchase Common Stock            | \$ 27.8  | 02/05/2018                           |  | M                              | 20,000  | <sup>(5)</sup> 02/05/2018                                | Common Stock  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Morrissey William P. Jr.<br>C/O LPL FINANCIAL HOLDINGS INC.<br>75 STATE STREET, 22ND FLOOR<br>BOSTON, MA 02109 |               |           | Managing Director |       |

## Signatures

/s/ Gregory M. Woods,  
attorney-in-fact  
Date: 02/07/2018

\*\*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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 6, 2017.  
The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$61.71 to \$62.67, inclusive.
- (2) The reporting person undertakes to provide to LPL Financial Holdings Inc. ("Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission ("SEC"), 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.

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- The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$62.79 to \$63.38, inclusive.
- (3) The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (3) to this Form 4.
- (4) Consists of (i) 5,831 shares of Common Stock; (ii) 666 restricted stock units that vest in full on March 6, 2018; (iii) 4,465 restricted stock units that vest ratably on each of February 25, 2018 and February 25, 2019; (iv) 3,111 restricted stock units that vest in full on February 25, 2019; and (v) 3,468 restricted stock units that vest ratably on each of March 13, 2018, March 13, 2019 and March 13, 2020.
- (5) This option became exercisable in five equal 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.

### Remarks:

The signatory is signing on behalf of William P. Morrissey, Jr. pursuant to a Power of Attorney dated August 14, 2015, which

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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