

White George Burton
Form 4
February 26, 2019

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

OMB APPROVAL

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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 *
White George Burton

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)
02/23/2019

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 02/23/2019 | | F | | 472 | D | |
| | | | | | \$ 77.04 | | |
| Common Stock | 02/25/2019 | | F | | 2,672 | D | |
| | | | | | \$ 77.53 | | |
| Common Stock | 02/25/2019 | | A | | 2,968 (1) | A | |
| | | | | | \$ 0 | | |
| | | | | | 29,513 (2) | D | |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option to purchase Common Stock | \$ 77.53 | 02/25/2019 | | A | 8,909 | ⁽³⁾ 02/25/2029 | Common Stock | 8,909 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| White George Burton C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109 | | | Managing Director | |

Signatures

/s/ Gregory M. Woods,
attorney-in-fact
Date: 02/26/2019

**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) These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of February 25, 2020, February 25, 2021 and February 25, 2022. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.
- (2) Consists of (i) 21,475 shares of Common Stock; (ii) 3,034 restricted stock units that vest ratably on each of March 13, 2019 and March 13, 2020; (iii) 2,036 restricted stock units that vest ratably on each of February 23, 2020 and February 23, 2021; and (iv) the restricted stock units reported on this Form 4.
- (3) This option becomes exercisable in three equal annual installments on each of February 25, 2020, February 25, 2021 and February 25, 2022.

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Remarks:

The signatory is signing on behalf of George Burton White pursuant to a Power of Attorney dated August 11, 2015.

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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