LPL Financial Holdings Inc.

Form 4 June 14, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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January 31, 2005

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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

1(b).

share

(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 **BOYCE RICHARD W** Issuer Symbol LPL Financial Holdings Inc. [LPLA] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify C/O TPG GLOBAL, LLC., 301 06/12/2013 below) COMMERCE STREET, SUITE 3300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting FORT WORTH, TX 76102 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of 1. Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) any Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common Stock, par $D_{(2)}(3)$ J(1)value 06/12/2013 26,847 Α \$0 34,944 \$0.001 per

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namelana		
					(A) (D)	Exercisable 1	Date		Number		
				C 1 W					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

BOYCE RICHARD W C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102



Signatures

Ronald Cami on behalf of Richard W. Boyce (4)

06/14/2013

**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).
- The shares of Common Stock (each, a "Share") of LPL Financial Holdings Inc. (the "Issuer") reported herein were received in a pro rata distribution of Shares from each of TPG Equity IV-A, L.P. ("Equity IV-A") and TPG GenPar IV, L.P. ("GenPar IV"). Of the Shares **(1)** reported herein, 21,708 Shares were received from GenPar IV and 5,139 Shares were received from Equity IV-A.
- Mr. Boyce is a TPG partner. TPG is affiliated with each of TPG Holdings I, L.P. ("Holdings I"), which holds 424,827 Shares (the "Holdings I Shares"), and TPG Partners IV, L.P. ("Partners IV"), which holds 20,710,185 Shares (the "Partners IV Shares" and, together with the Holdings I Shares, the "TPG Shares").
- Mr. Boyce disclaims beneficial ownership of the TPG Shares and any Shares that are or may be beneficially owned by any affiliate of Holdings I or Partners IV. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (3) this filing shall not be deemed an admission that Mr. Boyce is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly held by Holdings I, Partners IV or any of their respective affiliates.

Remarks:

(4) Ronald Cami is signing on behalf of Mr. Boyce pursuant to an authorization and designation letter dated July 1, 2010, which Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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