

Thorpe Allen R  
Form 4  
February 26, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Thorpe Allen R

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET

(Street)

BOSTON, MA 02109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LPL Financial Holdings Inc. [LPLA]

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

02/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	(D)	Price
Common Stock, par value \$0.001 per share	02/22/2013		A <sup>(1)(2)(3)</sup>		1,582	A	\$ 0
					120,586	<u>(4)</u>	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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Thorpe Allen R  
C/O LPL FINANCIAL HOLDINGS INC.  
75 STATE STREET  
BOSTON, MA 02109

X

## Signatures

/s/ Allen R.  
Thorpe

02/26/2013

\_\_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).

These shares represent restricted stock that was granted under the Issuer's 2010 Omnibus Equity Incentive Plan. Mr. Thorpe holds these shares for the benefit of Hellman & Friedman LP ("H&F LP") and Hellman & Friedman GP LLC ("H&F GP"). H&F GP is the sole general partner of H&F LP and each of H&F LP, H&F GP, Hellman & Friedman LLC ("H&F LLC") and the H&F Funds (as defined below) is a director by deputation of the Issuer. This restricted stock shall be fully vested on the second anniversary of the transaction date. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement 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").

(1) Hellman & Friedman Investors V, L.P. ("Investors V" and, collectively with the H&F Funds, H&F LP, H&F GP and H&F LLC, the "H&F Entities") is the sole general partner of each of the H&F Funds. H&F LLC is the sole general partner of Investors V.

(2) Four designated members of H&F GP have collective power, by majority vote among them, to vote or to direct the vote of, and to dispose or to direct the disposition of these shares. Mr. Thorpe is a managing director of H&F GP and H&F LLC, but he is not a designated member of H&F GP. Mr. Thorpe disclaims beneficial ownership of the Common Stock beneficially owned by the H&F Entities (including the shares of restricted stock referred to in note 1. above), except to the extent of his pecuniary interest therein, if any.

(4)

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The amount of securities beneficially owned by Mr. Thorpe following the reported transaction include 119,004 shares of Common Stock received by, and previously reported by, Mr. Thorpe in connection with pro rata distributions made by Investors V. The amount of securities beneficially owned by Mr. Thorpe following the reported transaction also reflects prior transfers by Mr. Thorpe of shares of Common Stock held for the benefit of H&F LP.

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.