

Arnold Dan H.  
Form 4  
February 26, 2019

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Arnold Dan H.

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)  
02/25/2019

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

(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) |
| Common Stock                    | 02/26/2019                           |  | G <sup>(1)</sup>               | V   | 3,226 | D      | \$ 0  | 229,760.94   | D                                 |            |
| Common Stock                    | 02/26/2019                           |  | M <sup>(2)</sup>               |   | 6,198 | A      | \$ 32.26  | 235,958.94   | D                                 |            |
| Common Stock                    | 02/26/2019                           |  | S <sup>(3)</sup>               |   | 7,113 | D      | \$ 77.34 <sup>(4)</sup>   | 228,845.94 <sup>(5)</sup>                                | 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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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.86 to \$77.70, 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 (4) to this Form 4.
- (4) Consists of (i) 190,036.94 shares of Common Stock; and (ii) 38,809 restricted stock units that vest ratably on each of February 13, 2020, February 13, 2021 and February 13 2022.
  - (5) This option becomes exercisable in three equal annual installments on each of February 25, 2020, February 25, 2021 and February 25, 2022.
  - (6) This option became exercisable in five installments, beginning February 9, 2013, which was the first anniversary of the date on which it was granted. The option became fully vested on February 9, 2017.

### Remarks:

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

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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