

BONDERMAN DAVID  
Form 3  
April 24, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |   |   |   |   |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>TPG Advisors IV, Inc.</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG CAPITAL, L.P., 301<br/>COMMERCE STREET, SUITE<br/>3300</p> <p>(Street)</p> <p>FORT WORTH, TX 76102</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/24/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LPL Investment Holdings Inc. [NONE]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person<br/><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)        | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Common stock, par value \$0.001 per share | 34,210,185.1   | I   | See Explanation of Responses (1) and (2)                 |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|-------|----------------------------|------------------------------|---|
|                  |                 |       |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TPG Advisors IV, Inc.<br>C/O TPG CAPITAL, L.P.,<br>301 COMMERCE STREET, SUITE 3300<br>FORT WORTH, TX 76102 | ^             | ^ X       | ^       | ^     |
| BONDERMAN DAVID<br>301 COMMERCE STREET,<br>SUITE 3300<br>FORT WORTH, TX 76102                              | ^             | ^ X       | ^       | ^     |
| COULTER JAMES G<br>301 COMMERCE STREET,<br>SUITE 3300<br>FORT WORTH, TX 76102                              | ^             | ^ X       | ^       | ^     |

## Signatures

|  |            |
|--|------------|
| /s/ Clive D. Bode, Vice President, TPG Advisors IV, Inc. (3) | 04/24/2009 |
| **Signature of Reporting Person                              | Date       |
| /s/ Clive D. Bode, on behalf of David Bonderman (3) (4)      | 04/24/2009 |
| **Signature of Reporting Person                              | Date       |
| /s/ Clive D. Bode, on behalf of James G. Coulter (3) (4)     | 04/24/2009 |
| **Signature of Reporting Person                              | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).

^

### Remarks:

(1) David Bonderman and James G. Coulter are directors, officers and sole shareholders of TPG Advisors IV, a corporation ("TPG Advisors IV") and, together with Messrs. Bonderman and Coulter, the "Reporting Persons" of TPG GenPar IV, L.P., a Delaware limited partnership, which in turn is the general partner of TPG Partners IV, L.P., a Delaware limited partnership ("TPG Partners IV"), which directly holds the Shares of LPL Investment Holdings Inc. (the "Shares") reported herein.

(2) Because of the Reporting Persons' relationship to TPG Partners IV, the Reporting Persons may own the Shares directly held by TPG Partners IV to the extent of the greater of their respective

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pecuniary interests in the profits or capital accounts of TPG Partners IV. Pursuant to Rule 16a-1 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed to be a report of a Reporting Person for purposes of Section 16 of the Exchange Act or otherwise, the beneficiary of such amounts.

(3) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act.

(4) Clive D. Bode is signing on behalf of both Messrs. Bonderman and Coulter pursuant to the letters dated August 31, 2006, which were previously filed with the Securities and Exchange Commission.

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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