

Thorpe Allen R
Form 4
February 26, 2013

FORM 4

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

OMB APPROVAL

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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 ⁽¹⁾⁽²⁾⁽³⁾		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. 3 and 4)
				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 deputization 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.