

LPL Financial Holdings Inc.
 Form 4
 February 15, 2017

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 *
 Hellman Marco

(Last) (First) (Middle)

C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR

(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)

02/13/2017

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 02/13/2017 | | S | 900,000 D \$ 40 | 1,885,143 ⁽¹⁾ | I | See Footnote <u>(2)</u> <u>(3)</u> |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellman Marco C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109 | X | | | |

Signatures

Marco Hellman 02/15/2017

**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).

Consists of (i) 5,202 shares held directly by HMI Capital, LLC ("HMI LLC"), including 3,468 shares represented by restricted stock that is scheduled to vest in full on May 11, 2017, and (ii) 1,879,941 shares held directly by HMI Capital Partners, L.P. and Merckx Capital Partners, L.P. (collectively, the "Funds"). HMI LLC and the Funds are directors by deputization of the Issuer. The 5,202 shares held (1) directly by HMI LLC were granted to Mr. Hellman under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan pursuant to the Issuer's Non-Employee Director Compensation Policy. Mr. Hellman assigned these shares to HMI LLC. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the partnership agreement of the applicable fund.

HMI LLC, which is the general partner and investment adviser of the Funds, holds shares for the benefit of the Funds and, in turn, for the benefit of investors in the Funds. A three member investment committee of HMI LLC has investment discretion over shares held by HMI (2) LLC. As the managing member of HMI LLC and a member of the investment committee, Mr. Hellman may be deemed to indirectly beneficially own such shares. Mr. Hellman disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.

The Funds hold shares for the benefit of their investors. Such shares may be deemed to be indirectly beneficially owned by HMI LLC as (3) the general partner and investment adviser of the Funds and by Mr. Hellman as the control person of HMI LLC. Mr. Hellman disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

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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