

LPL Financial Holdings Inc.
 Form 3
 February 26, 2013

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hellman & Friedman GP LLC | | (Month/Day/Year) | LPL Financial Holdings Inc. [LPLA] | |
| (Last) | (First) | (Middle) | 02/22/2013 | |
| ONE MARITIME PLAZA,Â 12TH FLOOR | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| SAN FRANCISCO,Â CAÂ 94111 | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.001 per share | 13,014 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> Â | |

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

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| | | | |
|-------------|------------|-----------|-------------|
| Date | Expiration | Amount or | or Indirect |
| Exercisable | Date | Number of | (I) |
| | | Shares | (Instr. 5) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellman & Friedman GP LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111 | X | X | X | X |

Signatures

/s/ Allen R. Thorpe as
 Managing Director of Hellman & Friedman GP LLC
 02/26/2013

__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).

These shares represent restricted stock that was granted under the Issuer's 2010 Omnibus Equity Incentive Plan to Jeffrey A. Goldstein and Allen R. Thorpe. This restricted stock shall be fully vested on the second anniversary of the applicable grant date. These shares have been transferred to Hellman & Friedman LP ("H&F LP"), a director by deputization of the Issuer, which has reported beneficial

- (1) ownership of these shares. Hellman & Friedman GP LLC ("H&F GP") has become the sole general partner of H&F LP and a director by deputization of the Issuer. 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").

Hellman & Friedman Investors V, L.P. ("Investors V") is the sole general partner of each of HFCP V and HFCP V Parallel. Hellman & Friedman LLC ("H&F LLC" and, together with H&F LP, H&F GP, HFCP V and HFCP V Parallel, the "H&F Entities") is the sole general partner of Investors V. As the sole general partner of HFCP V and HFCP V Parallel, Investors V may be deemed to beneficially

- (2) own shares of common stock beneficially owned by HFCP V and HFCP V Parallel. As the sole general partner of Investors V, H&F LLC may be deemed to beneficially own shares of common stock beneficially owned by Investors V. As the sole general partner of H&F LP, H&F GP may be deemed to beneficially own shares of common stock beneficially owned by H&F LP. Each of the H&F Entities, other than H&F GP, has previously reported beneficial ownership of these shares.

A four member investment committee of H&F LLC has investment discretion over shares of common stock beneficially owned by H&F LLC, Investors V, HFCP V and HFCP V Parallel. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by H&F LLC, Investors V, HFCP V and HFCP V Parallel, except to the extent of

- (3) such member's respective pecuniary interest therein, if any. Four designated members of H&F GP have collective investment discretion, by majority vote among them, over shares of common stock beneficially owned by H&F GP and H&F LP. Each such member disclaims beneficial ownership of the reported shares beneficially owned by H&F GP and H&F LP, except to the extent of such member's respective pecuniary interest therein, if any.

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.