

LPL Financial Holdings Inc.  
Form 4  
March 28, 2017

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

OMB APPROVAL

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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 \*  
**RIEPE JAMES S**

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)  
**03/24/2017**

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

(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) Price			
Common Stock	03/24/2017		A	22 <sup>(1)</sup> A \$ 0	61,457	D	
Common Stock	03/24/2017		A	11 <sup>(2)</sup> A \$ 0	61,468	D	
Common Stock					35,971	I	By Stone Barn LLC

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Beneficially (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
RIEPE JAMES S C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR BOSTON, MA 02109	X			

## Signatures

/s/ Gregory M. Woods,  
attorney-in-fact  
03/28/2017  
\*\*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).
- (1) Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan (the "2010 Plan"). Each stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 11, 2017. The reporting person was previously granted stock units that were subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan (the "DDCP"), pursuant to which the reporting person elected to defer receipt of the equity portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy (the "Policy"). The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.
- (2) Represents stock units granted under the 2010 Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. The reporting person was previously granted stock units that were subject to a written deferral election under the DDCP, pursuant to which the reporting person elected to defer receipt of the cash portion of the annual retainer under the Policy. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

**Remarks:**

The signatory is signing on behalf of James S. Riepe pursuant to a Power of Attorney dated March 10, 2014, which was previously filed.

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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