

LPL Financial Holdings Inc.  
Form 4  
June 14, 2013

**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 \*  
**BOYCE RICHARD W**

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC,, 301  
COMMERCE STREET, SUITE  
3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LPL Financial Holdings Inc. [LPLA]

3. Date of Earliest Transaction (Month/Day/Year)

06/12/2013

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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.001 per share	06/12/2013		J <sup>(1)</sup>	26,847	A	\$ 0	34,944	D <sup>(2)</sup> <sup>(3)</sup>

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 Reporting Transaction (Instr. 6)
				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

BOYCE RICHARD W  
C/O TPG GLOBAL, LLC,  
301 COMMERCE STREET, SUITE 3300 X  
FORT WORTH, TX 76102

## Signatures

Ronald Cami on behalf of Richard W.  
Boyce (4) 06/14/2013

\_\_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).
- (1) The shares of Common Stock (each, a "Share") of LPL Financial Holdings Inc. (the "Issuer") reported herein were received in a pro rata distribution of Shares from each of TPG Equity IV-A, L.P. ("Equity IV-A") and TPG GenPar IV, L.P. ("GenPar IV"). Of the Shares reported herein, 21,708 Shares were received from GenPar IV and 5,139 Shares were received from Equity IV-A.
- (2) Mr. Boyce is a TPG partner. TPG is affiliated with each of TPG Holdings I, L.P. ("Holdings I"), which holds 424,827 Shares (the "Holdings I Shares"), and TPG Partners IV, L.P. ("Partners IV"), which holds 20,710,185 Shares (the "Partners IV Shares" and, together with the Holdings I Shares, the "TPG Shares").
- (3) Mr. Boyce disclaims beneficial ownership of the TPG Shares and any Shares that are or may be beneficially owned by any affiliate of Holdings I or Partners IV. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Boyce is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly held by Holdings I, Partners IV or any of their respective affiliates.

**Remarks:**

(4) Ronald Cami is signing on behalf of Mr. Boyce pursuant to an authorization and designation letter dated July 1, 2010, which is attached as an exhibit to this Form 4.  
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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