

LPL Financial Holdings Inc.
Form 4
June 14, 2013

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
TPG Group Holdings (SBS) Advisors, Inc.

(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 ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock, par value \$0.001 per share | 06/12/2013 | | J ⁽¹⁾ | 529,702 D \$ 0 ⁽¹⁾ | 21,418,756 | I | See Explanation of Responses <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
| Common Stock, par value \$0.001 per share | 06/12/2013 | | S ⁽²⁾ | 79,908 D \$ 36.6316 ⁽³⁾ | 21,338,848 | I | See Explanation of Responses <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
| | 06/13/2013 | | S ⁽²⁾ | 57,818 D | 21,281,030 | I | |

| | | |
|---|-----------------------------|--|
| Common Stock, par value \$0.001 per share | \$ 36.6663 <u>(4)</u> | See Explanation of Responses <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> |
|---|-----------------------------|--|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|---|---|--|---|---|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |
| BONDERMAN DAVID C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |
| COULTER JAMES G C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |

Signatures

/s/ Ronald Cami on behalf of David Bonderman (9) (10)

06/14/2013

__Signature of Reporting Person

Date

/s/ Ronald Cami on behalf of James G. Coulter (9) (10)

06/14/2013

__Signature of Reporting Person

Date

/s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (9)

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) Effective June 12, 2013, each of TPG Management IV-A, L.P., TPG Equity IV-A, L.P., TPG FOF IV-QP, L.P. and TPG GenPar IV, L.P. ("GenPar IV") distributed shares of Common Stock (each, a "Share") of LPL Financial Holdings Inc. (the "Issuer") pro rata to their respective partners.

(2) On each of June 12 and 13, 2013, each of TPG Associates IV, L.P., TPG Coinvestment IV, L.P., and TPG Partners IV, L.P. ("Partners IV") sold Shares pursuant to Rule 144 under the Securities Act of 1933, as amended.

(3) The number of securities reported represents an aggregate number of Shares sold in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Sale prices range from \$36.28 to \$36.845 per Share, inclusive. The Reporting Persons (as defined below) undertake to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of Shares sold by the Reporting Persons at each separate price within the range.

(4) The number of securities reported represents an aggregate number of Shares sold in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Sale prices range from \$36.35 to \$36.785 per Share, inclusive. The Reporting Persons undertake to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of Shares sold by the Reporting Persons at each separate price within the range.

(5) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P. ("Holdings I"), which holds 424,827 Shares and is the sole member of TPG GenPar IV Advisors, LLC, which is the general partner of GenPar IV, which is the general partner of Partners IV, which holds 20,710,185 Shares.

(6) As a result of the transactions disclosed herein and excluding the Shares held by Holdings I and Partners IV (the "TPG Shareholders"), Mr. Bonderman holds directly or indirectly 127,917 Shares and Mr. Coulter holds directly or indirectly 18,101 Shares.

(7) Because of the Reporting Persons' respective relationships to the TPG Shareholders, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of their respective direct or indirect pecuniary interests in the profits or capital accounts of such TPG Shareholders. Each Reporting Person disclaims beneficial ownership of the Shares, except to the extent of such Reporting Person's pecuniary interest therein, if any.

(8) 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 the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities beneficially owned in excess of their respective pecuniary interests.

Remarks:

(9) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(10) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letter.

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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