

LPL Financial Holdings Inc.  
Form SC 13G/A  
February 13, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 6)\***

**LPL Financial Holdings Inc.**

(Name of Issuer)

**Common Stock, \$0.001 Par Value Per Share**

(Title of Class of Securities)

**50212V100**

(CUSIP Number)

**December 31, 2016**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSON

1

TPG Group Holdings (SBS) Advisors, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a) o

(b) o

3

SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4

Delaware

SOLE VOTING POWER

NUMBER OF SHARES

5

- 0 -

SHARED

VOTING POWER

6

BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,074,476

SOLE DISPOSITIVE POWER

7

- 0 -

SHARED

DISPOSITIVE POWER

8

3,074,476

WITH:

AGGREGATE AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

9

3,074,476

CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW 9

10

11

3.4% (1)  
TYPE OF REPORTING  
PERSON

12

CO

(1) The calculation assumes that there is a total of 89,352,628 shares of Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of February 6, 2017, as reported on the Issuer's Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the "Commission") on February 10, 2017.

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NAME OF REPORTING PERSON

1

David Bonderman  
CHECK THE  
APPROPRIATE BOX IF  
A MEMBER OF A  
GROUP

2

(a) o

(b) o

3

SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF

4

ORGANIZATION

United States

SOLE VOTING  
POWER

NUMBER 5  
OF

- 0 -

SHARES 6

SHARED  
VOTING POWER

BENEFICIALLY 3,282,877

OWNED BY 7  
SOLE  
DISPOSITIVE  
POWER

EACH - 0 -

REPORTING PERSON 8  
SHARED  
DISPOSITIVE  
POWER

WITH: 3,282,877

9 AGGREGATE AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,282,877

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

12 3.7% (2)  
TYPE OF REPORTING  
PERSON

IN

(2) The calculation assumes that there is a total of 89,352,628 shares of Common Stock outstanding as of February 6, 2017, as reported on the Issuer's Registration Statement on Form S-3 filed with the Commission on February 10, 2017.

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NAME OF REPORTING PERSON

1

James G. Coulter  
CHECK THE  
APPROPRIATE BOX IF  
A MEMBER OF A  
GROUP

2

(a)

(b)

3

SEC USE ONLY  
CITIZENSHIP OR  
PLACE OF

4

ORGANIZATION

United States

SOLE VOTING  
POWER

NUMBER 5  
OF

- 0 -

SHARES 6

SHARED  
VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

3,092,785

SOLE

OWNED  
BY 7

DISPOSITIVE  
POWER

EACH

- 0 -

REPORTING  
PERSON 8

SHARED  
DISPOSITIVE  
POWER

WITH:

3,092,785

9 AGGREGATE AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON

3,092,785

10 CHECK BOX IF THE  
AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES  
CERTAIN SHARES   
PERCENT OF CLASS  
11 REPRESENTED BY  
AMOUNT IN ROW 9

12 3.5% (3)  
TYPE OF REPORTING  
PERSON

IN

(3) The calculation assumes that there is a total of 89,352,628 shares of Common Stock outstanding as of February 6, 2017, as reported on the Issuer's Registration Statement on Form S-3 filed with the Commission on February 10, 2017.

**Item 1(a).** Name of Issuer:

LPL Financial Holdings  
Inc. (the "Issuer").

**Item 1(b).** Address of  
Issuer's Principal Executive  
Offices:

75 State Street

Boston, MA 02108

**Item 2** (a). Name of  
Person  
Filing:

This  
Amendment  
No.6 to  
Schedule  
13G (as  
amended, the  
"Schedule  
13G") is  
being filed  
jointly by  
TPG Group  
Holdings  
(SBS)  
Advisors,  
Inc., a  
Delaware  
corporation  
("Group  
Advisors"),  
David  
Bonderman  
and James G.  
Coulter  
(each a  
"Reporting  
Person" and,  
together, the  
"Reporting  
Persons"),

pursuant to  
an  
Agreement  
of Joint  
Filing  
incorporated  
by reference  
herein in  
accordance  
with Rule  
13d-1(k)(1)  
under the  
Act.

Group  
Advisors is  
the sole  
member of  
TPG Group  
Holdings  
(SBS)  
Advisors,  
LLC, a  
Delaware  
limited  
liability  
company,  
which is the  
general  
partner of  
TPG Group  
Holdings  
(SBS), L.P.,  
a Delaware  
limited  
partnership,  
which is the  
sole member  
of TPG  
Holdings  
I-A, LLC, a  
Delaware  
limited  
liability  
company,  
which is the  
general  
partner of  
TPG

Holdings I,  
L.P., a  
Delaware  
limited  
partnership,  
which is the  
sole member  
of TPG  
GenPar IV  
Advisors,  
LLC, a  
Delaware  
limited  
liability  
company,  
which is the  
general  
partner of  
TPG GenPar  
IV, L.P., a  
Delaware  
limited  
partnership,  
which is the  
general  
partner of  
TPG  
Partners IV,  
L.P., a  
Delaware  
limited  
partnership  
(“Partners  
IV”), which  
directly  
holds  
3,074,476  
shares of  
Common  
Stock of the  
Issuer (the  
“TPG Shares”).  
Because of  
Group  
Advisor’s  
relationship  
to Partners  
IV, Group  
Advisors  
may be  
deemed to

beneficially  
own the TPG  
Shares.

David  
Bonderman  
and James G.  
Coulter are  
sole  
shareholders  
of Group  
Advisors,  
and therefore  
may be  
deemed to  
beneficially  
own the TPG  
Shares.

Messrs.  
Bonderman  
and Coulter  
disclaim  
beneficial  
ownership of  
the TPG  
Shares  
except to the  
extent of  
their  
pecuniary  
interest  
therein.

Excluding  
the TPG  
Shares, Mr.  
Bonderman  
holds  
directly or  
indirectly  
208,401  
shares of  
Common  
Stock of the  
Issuer, and  
Mr. Coulter  
holds

directly or  
indirectly  
18,309  
shares of  
Common  
Stock of the  
Issuer.  
Address of  
Principal  
Business  
Office or, if  
none,  
Residence:

The address  
of the  
principal  
business  
office of the  
Reporting  
Persons is as  
follows:

**Item 2**

(b).

c/o TPG  
Global, LLC

301  
Commerce  
St., Suite  
3300

Fort Worth,  
TX 76102  
Citizenship:  
See

**Item 2**

(c).

responses to  
Item 4 on  
each cover  
page.

Title of Class  
of Securities:

Common

**Item 2**

(d).

Stock, par  
value \$0.001  
per share  
(“Common  
Stock”).

(e).

**Item 2** CUSIP  
Number:  
50212V100

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**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k)

If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

**Item 5.  
Ownership of  
Five Percent  
or Less of a  
Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

**Item 6.  
Ownership of  
More than  
Five Percent  
on Behalf of  
Another  
Person**

Not  
Applicable.

**Item 7.  
Identification  
and  
Classification  
of the  
Subsidiary  
Which  
Acquired the  
Security  
Being  
Reported on  
By the Parent  
Holding  
Company or  
Control  
Person**

See response  
to Item 2(a)  
hereto.

**Item 8.  
Identification  
and  
Classification  
of Members  
of the Group**  
Not  
Applicable.

**Item 9.  
Notice of  
Dissolution of  
Group**  
Not  
Applicable.

**Item 10. Certifications**  
Not Applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Clive Bode

Name: Clive Bode, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (5)

(4) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(5) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

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**Exhibit Index**

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.\*

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\* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011.

