

LPL Investment Holdings Inc.  
Form 8-K  
May 25, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**May 19, 2011**

Date of report (date of earliest event reported)

**LPL Investment Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdictions of  
incorporation or organization)

**001-34963**  
(Commission File Number)

**20-3717839**  
(I.R.S. Employer Identification  
Nos.)

**One Beacon Street**

**Boston MA 02108**

(Address of principal executive offices) (Zip Code)

**(617) 423-3644**

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(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of LPL Investment Holdings Inc. was held in San Diego, California on May 19, 2011. At that meeting, the stockholders considered and acted upon the following proposals:

1. The Election of Directors. By the vote reflected below, the stockholders elected the following individuals to serve as directors until the 2012 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified:

|                     | Votes For  | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Mark S. Casady      | 93,638,296 | 712,474        | 584,678          |
| Richard W. Boyce    | 90,836,323 | 3,514,447      | 584,678          |
| John J. Brennan     | 93,908,740 | 442,030        | 584,678          |
| James S. Putnam     | 93,908,788 | 441,982        | 584,678          |
| Erik D. Ragatz      | 93,831,613 | 519,157        | 584,678          |
| James S. Riepe      | 93,902,302 | 448,468        | 584,678          |
| Richard P. Schifter | 91,145,769 | 3,205,001      | 584,678          |
| Jeffrey E. Steifler | 93,901,564 | 449,206        | 584,678          |
| Allen R. Thorpe     | 93,511,046 | 839,724        | 584,678          |

2. The Advisory Vote on Executive Compensation. The stockholders voted to approve, on an advisory, non-binding basis, the compensation paid to the named executive officers. 94,235,677 shares voted for the proposal; 73,261 shares voted against the proposal; and 41,832 shares abstained from voting on the proposal. There were 584,678 broker non-votes on the proposal.

3. The Advisory Vote on Frequency of Executive Compensation Advisory Votes. By the vote reflected below, the stockholders recommended, on an advisory, non-binding basis, that an advisory vote to approve the compensation of LPL Investment Holdings Inc.'s named executive officers occur every 3 years:

| 1 year     | 2 years | 3 years    | Abstentions |
|------------|---------|------------|-------------|
| 11,530,360 | 198,001 | 82,604,298 | 18,111      |

Based on the results of this vote, LPL Investment Holdings Inc. will implement a triennial advisory vote on executive compensation.

4. The Ratification of the Selection of Deloitte & Touche LLP as LPL Investment Holdings Inc.'s Independent Registered Public Accounting Firm for the Current Fiscal Year. The stockholders voted to ratify the selection of Deloitte & Touche LLP as LPL Investment Holdings Inc.'s independent registered public accounting firm for the current fiscal year. 94,715,430 shares voted for the proposal; 219,193 shares voted against the proposal; and 825 shares abstained from voting on the proposal. There were no broker non-votes on the proposal.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LPL INVESTMENT HOLDINGS INC.

By: /s/ ROBERT J. MOORE  
Name: Robert J. Moore  
Title: Chief Financial Officer

Dated: May 25, 2011