

LPL Financial Holdings Inc.  
 Form 3  
 November 07, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * ^ Hellman & Friedman LP (Last) (First) (Middle)  ONE MARITIME PLAZA, 12TH FLOOR  (Street)  SAN FRANCISCO, ^ CA ^ 94111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/07/2012	3. Issuer Name and Ticker or Trading Symbol LPL Financial Holdings Inc. [LPLA]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	6,280	D (1) (2) (3) ^	

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellman & Friedman LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	X	X	X

## Signatures

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman LP 11/07/2012

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares represent restricted stock that was granted under the Issuer's 2010 Omnibus Equity Incentive Plan to Jeffrey A. Goldstein and Allen R. Thorpe. This restricted stock shall be fully vested on the second anniversary of the applicable grant date. As previously reported, Messrs. Goldstein and Thorpe held these shares for the benefit of Hellman & Friedman Capital Partners V, L.P. ("HFCP V") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel" and, together with HFCP V, the "H&F Funds") and disclaimed beneficial ownership of such shares. These shares have been transferred to Hellman & Friedman LP ("H&F LP"). Hellman & Friedman LLC ("H&F LLC"), a director by deputation of the Issuer, is the sole general partner of H&F LP and has previously reported beneficial ownership of these shares. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement of the H&F Funds.
- (2) Hellman & Friedman Investors V, L.P. ("Investors V" and, together with H&F LLC, HFCP V, HFCP V Parallel and H&F LP, the "H&F Entities") is the sole general partner of each of HFCP V and HFCP V Parallel. H&F LLC is the sole general partner of each of Investors V and H&F LP. As the sole general partner of HFCP V and HFCP V Parallel, Investors V may be deemed to beneficially own shares of common stock beneficially owned by HFCP V and HFCP V Parallel. As the sole general partner of Investors V and H&F LP, H&F LLC may be deemed to beneficially own shares of common stock beneficially owned by Investors V and H&F LP. Each of the H&F Entities, other than H&F LP, has previously reported beneficial ownership of these shares.
- (3) A five member investment committee of H&F LLC has investment discretion over shares of common stock beneficially owned by the H&F Entities. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by the H&F Entities, except to the extent of such member's respective pecuniary interest therein, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.