

LPL Investment Holdings Inc.
 Form 3
 April 24, 2009

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 * Â Hellman & Friedman LLC (Last) (First) (Middle) ONE MARITIME PLAZA, 12TH FLOOR (Street) SAN FRANCISCO,Â CAÂ 94111 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 04/24/2009 | 3. Issuer Name and Ticker or Trading Symbol LPL Investment Holdings Inc. [NONE] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input 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 type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|--|--|---|

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 | 30,077,594.7 | I | See Notes <u>(1)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 4,115,485.3 | I | See Notes <u>(2)</u> <u>(4)</u> <u>(5)</u> |
| Common Stock, par value \$0.001 per share | 17,105.1 | I | See Notes <u>(3)</u> <u>(4)</u> <u>(5)</u> |

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

SEC 1473 (7-02)

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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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| Date Exercisable | Expiration Date | Title | Derivative Security (Instr. 4) Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------|-----------------|-------|--|--|---|------------|
|------------------|-----------------|-------|--|--|---|------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Hellman & Friedman LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Hellman & Friedman Investors V, LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| HELLMAN & FRIEDMAN CAPITAL V LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Hellman & Friedman Capital Partners V (Parallel), L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |
| Hellman & Friedman Capital Associates V, LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Georgia Lee, as Managing Director of Hellman & Friedman LLC | 04/24/2009 |
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Investors V, LLC | 04/24/2009 |
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Investors V, LLC, as General Partner of Hellman & Friedman Capital Partners V, L.P. | 04/24/2009 |
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Investors V, LLC, as General Partner of Hellman & Friedman Capital Partners V (Parallel), L.P. | 04/24/2009 |
| __Signature of Reporting Person | Date |
| /s/ Georgia Lee, as Manager Director of Hellman & Friedman LLC, as Managing Member of Hellman & Friedman Capital Associates V, LLC | 04/24/2009 |
| __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) The shares of common stock reported are owned of record by Hellman & Friedman Capital Partners V, L.P.
- (2) The shares of common stock reported are owned of record by Hellman & Friedman Capital Partners V (Parallel), L.P.
- (3) The shares of common stock reported are owned of record by Hellman & Friedman Capital Associates V, LLC.

Common stock reported is beneficially owned through Hellman & Friedman Capital Partners V, L.P., Hellman & Friedman Capital Partners V (Parallel), L.P. and Hellman & Friedman Capital Associates V, LLC (collectively, the "H&F Entities"). Hellman & Friedman

- (4) Investors V, LLC ("H&F GP") is the sole general partner of each of Hellman & Friedman Capital Partners V, L.P. and Hellman & Friedman Capital Partners V (Parallel), L.P. Hellman & Friedman LLC ("H&F LLC") is the sole managing member of each of H&F GP and Hellman & Friedman Capital Associates V, LLC.

The investment committee of H&F LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of the securities that are held by the H&F Entities. The members of the investment committee of H&F LLC are F. Warren Hellman, Brian M.

- (5) Powers, Philip U. Hammarskjold, Patrick J. Healy and Thomas F. Steyer; provided, however, that Mr. Steyer has no authority or voting rights with respect to investment committee decisions relating to the common stock reported. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported securities held by the H&F Entities, except to the extent of their 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.

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