

LPL Financial Holdings Inc.  
 Form 4  
 September 03, 2013

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
 SCHIFTER RICHARD P

(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)

08/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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

Form filed by One Reporting Person  
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock, par value \$0.001 per share	08/29/2013		J <sup>(1)</sup>	3,770	A	\$ 0	18,113	D <sup>(2)</sup> <sup>(3)</sup>

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

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**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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHIFTER RICHARD P C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

## Signatures

/s/ Ronald Cami on behalf of Richard P. Schifter (4) 09/03/2013

\*\*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) The shares of Common Stock (each a "Share") of LPL Financial Holdings Inc. (the "Issuer") reported herein were received in a pro rata distribution of Shares from each of TPG Equity IV-A, L.P. ("Equity IV-A") and TPG GenPar IV, L.P. ("GenPar IV"). Of the Shares reported herein, 968 Shares were received from Equity IV-A and 2,802 Shares were received from GenPar IV.
- (2) Mr. Schifter is a TPG partner. TPG is affiliated with each of TPG Holdings I, L.P. ("Holdings I"), which holds 541,459 Shares (the "Holdings I Shares"), TPG Partners IV, L.P. ("Partners IV"), which holds 16,753,402 Shares (the "Partners IV Shares"), TPG Coinvestment IV, L.P. ("Coinvestment IV"), which holds 1,654 Shares (the "Coinvestment IV Shares"), and TPG Associates IV, L.P. ("TPG Associates IV" and, together with Holdings I, Partners IV and Coinvestment IV, the "TPG Shareholders"), which holds 2,068 Shares (the "Associates IV Shares" and together with the Holdings I Shares, the Partners IV Shares and the Coinvestment IV Shares, the "TPG Shares").
- (3) Mr. Schifter disclaims beneficial ownership of the TPG Shares and any Shares that are or may be beneficially owned by any affiliate of the TPG Shareholders. 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 Mr. Schifter is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly held by any of the TPG Shareholders or any of their respective affiliates.

**Remarks:**

(4) Ronald Cami is signing on behalf of Mr. Schifter pursuant to an authorization and designation letter dated July 1, 2013, w

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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