

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Bergers David P.</u> (Last) (First) (Middle) C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 24TH FLOOR (Street) BOSTON MA 02109 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LPL Financial Holdings Inc. [LPLA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>MD, Legal & Gov't Relations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/05/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/05/2014		F		516	D	\$46.51	44,797	D	
Common Stock	08/05/2014		A		5,375 ⁽¹⁾	A	\$0	50,172 ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Option to purchase Common Stock	\$46.51	08/05/2014		A		15,039		(3)	08/05/2024	Common Stock	15,039	\$0	15,039	D	

Explanation of Responses:

- These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of August 5, 2015, August 5, 2016, August 5, 2017 and August 5, 2018. Vested shares will be issued to the reporting person as soon as practicable after the applicable vesting date.
- Consists of (i) 1,062 shares of Common Stock; (ii) 4,735 restricted stock units that vest ratably on August 5, 2015, August 5, 2016 and August 5, 2017; (iii) 37,878 restricted stock units that vest in full on August 5, 2015; (iv) 1,122 restricted stock units that vest ratably on February 24, 2015, February 24, 2016 and February 24, 2017; and (v) 5,375 restricted stock units that vest ratably on August 5, 2015, August 5, 2016, August 5, 2017 and August 5, 2018.
- This option will become exercisable in four equal annual installments on each of August 5, 2015, August 5, 2016, August 5, 2017 and August 5, 2018.

Remarks:

/s/ David P. Bergers 08/07/2014
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.