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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

**March 8, 2017**

**Date of Report (Date of earliest event reported)**

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**LPL Financial Holdings Inc.**

**(Exact name of registrant as specified in its charter)**

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**Delaware**

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

**001-34963**

**(Commission  
File Number)**

**20-3717839**

**(I.R.S. Employer  
Identification Nos.)**

**75 State Street**

**Boston MA 02109**

**(Address of principal executive offices) (Zip Code)**

**(617) 423-3644**

**(Registrant's telephone number, including area code)**

**N/A**

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

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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 7.01 Regulation FD Disclosure.**

On March 8, 2017, LPL Financial Holdings Inc. (the “Company”) issued a press release announcing the pricing of the new senior secured credit facilities of its wholly owned subsidiary, LPL Holdings, Inc. (“LPL Holdings”). The new senior secured credit facilities are expected to close on March 10, 2017, subject to customary closing conditions. The new senior secured credit facilities are part of LPL Holdings’ previously announced leverage-neutral debt refinancing. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated March 8, 2017 (“LPL Financial Announces Pricing of Senior Secured Credit Facilities”)

SIGNATURE

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

LPL FINANCIAL HOLDINGS INC.

By: /s/ Matthew J. Audette  
Name: Matthew J. Audette  
Title: Chief Financial Officer

Dated: March 8, 2017

  
**LPL FINANCIAL ANNOUNCES PRICING OF SENIOR SECURED CREDIT FACILITIES**

**SAN DIEGO – March 8, 2017** – LPL Financial Holdings Inc. (Nasdaq: LPLA) today announced that its wholly owned subsidiary, LPL Holdings, Inc. (“LPL Holdings”) has secured commitments to refinance its existing senior secured credit facilities with a new seven year Term Loan B in an aggregate principal amount of \$1,700 million and a five year revolving credit facility in an aggregate principal amount of \$500 million, which will be undrawn at closing. The new Term Loan B will be issued with 25 basis points of original issue discount and will bear interest at a floating rate, which in the case of LIBOR loans will be LIBOR plus 2.50% per annum. The new Term Loan B will not be subject to a leverage or interest coverage maintenance covenant. Loans, if any, under the new revolving credit facility will bear interest at a floating rate, which in the case of LIBOR loans will be LIBOR plus 1.50-2.00% per annum depending on the secured net leverage ratio of LPL Holdings and its restricted subsidiaries.

As previously announced, the Company intends to use the proceeds of the new Term Loan B, together with the proceeds from the offering of \$500 million aggregate principal amount of 5.750% senior notes and cash from its balance sheet, to repay its existing senior secured credit facilities and to pay accrued interest and related fees and expenses. As of December 31, 2016, the Company had \$24.3 million of unamortized debt issuance costs and it expects to recognize all or substantially all of these costs as a loss on extinguishment of debt in the first quarter of 2017.

The leverage-neutral refinancing of the senior secured credit facilities and the notes offering are expected to close on March 10, 2017, subject to customary closing conditions.

**Forward-Looking Statements**

Statements in this press release regarding the closing of the refinancing transactions, as well as any other statements that are not related to present facts or current conditions or that are not purely historical, constitute forward-looking statements. These forward-looking statements are based on the LPL Holdings’ historical performance and its plans, estimates, and expectations as of March 8, 2017. The words “plans”, “intends”, and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements are not guarantees that the future results, plans, intentions, or expectations expressed or implied will be achieved. Matters subject to forward-looking statements involve known and unknown risks and uncertainties, including economic, legislative, regulatory, competitive, and other factors, which may cause actual results, or the timing of events, to be materially different than those expressed or implied by forward-looking statements. Important factors that could cause or contribute to such differences include: the satisfaction of closing conditions related to the proposed transactions. LPL Financial Holdings Inc. can give no assurance that the transactions will be completed. Forward-looking statements in this press release should be evaluated together with the risks and uncertainties that affect the business of LPL Financial Holdings Inc. (together with its subsidiaries, the “Company”), including the risk factors set forth in Part I, “Item 1A. Risk Factors” in the Company’s 2016 Annual Report on Form 10-K, as may be amended or updated in the Company’s Quarterly Reports on Form 10-Q or subsequent filings with the SEC. Except as required by law, the Company specifically disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this press release, even if its estimates change, and you should not rely on statements contained herein as representing the Company’s views as of any date subsequent to the date of this press release.

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## **About LPL Financial**

LPL Financial LLC, a wholly owned subsidiary of LPL Financial Holdings Inc. (NASDAQ:LPLA), is a leader in the retail financial advice market and served approximately \$517 billion in advisory and brokerage assets as of January 31, 2017. LPL is one of the fastest growing RIA custodians and is the nation's largest independent broker-dealer (based on total revenues, Financial Planning magazine June 1996-2016). The Company provides proprietary technology, comprehensive clearing and compliance services, practice management programs and training, and independent research to more than 14,000 independent financial advisors and over 700 financial institutions, enabling them to help their clients turn life's aspirations into financial realities. Advisors associated with LPL also serviced an estimated 46,000 retirement plans with an estimated \$127 billion in retirement plan assets, as of December 31, 2016. LPL also supports approximately 4,000 financial advisors licensed and affiliated with insurance companies with customized clearing, advisory platforms, and technology solutions. LPL Financial and its affiliates have more than 3,200 employees with primary offices in Boston, Charlotte, and San Diego.

Securities and advisory services offered through LPL Financial. A registered investment advisor, member FINRA/SIPC.