# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Oberelathis have if we have a subject to
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

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

# OMB APPROVAL OMB Number: 3235-0287

hours per response:	0.5
Estimated average burden	

1. Name and Address of Reporting Person* BOYCE RICHARD W			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>LPL Financial Holdings Inc.</u> [ LPLA ]	(Check	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
				X	Director	10% Owner			
(Last) C/O TPG GLOB	(First) AL, LLC,	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/12/2013		Officer (give title below)	Other (specify below)			
301 COMMERCE STREET, SUITE 3300		E 3300							
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applic Line)					
(Street)				X	Form filed by One Report	ing Person			
FORT WORTH	TX	76102			Form filed by More than C Person	One Reporting			
(City)	(State)	(Zip)							

### 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 A Disposed Of ( 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(iiisti: 4)
Common Stock, par value \$0.001 per share	06/12/2013		<b>J</b> <sup>(1)</sup>		26,847	Α	\$ <mark>0</mark>	34,944	<b>D</b> <sup>(2)(3)</sup>	

### 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. Transa Code ( 8)				6. Date Exerc Expiration Da (Month/Day/)	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	Amount or Number of Shares				

### Explanation of Responses:

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, 21,708 Shares were received from GenPar IV and 5,139 Shares were received from Equity IV-A.

2. Mr. Boyce is a TPG partner. TPG is affiliated with each of TPG Holdings I, L.P. ("Holdings I"), which holds 424,827 Shares (the "Holdings I Shares"), and TPG Partners IV, L.P. ("Partners IV"), which holds 20,710,185 Shares (the "Partners IV Shares" and, together with the Holdings I Shares, the "TPG Shares").

3. Mr. Boyce disclaims beneficial ownership of the TPG Shares and any Shares that are or may be beneficially owned by any affiliate of Holdings I or Partners IV. 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. Boyce 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 Holdings I, Partners IV or any of their respective affiliates.

### Remarks:

(4) Ronald Cami is signing on behalf of Mr. Boyce pursuant to an authorization and designation letter dated July 1, 2010, which is filed as an exhibit to this Form 4.

Ronald Cami on behalf of	
Richard W. Boyce (4)	
** Signature of Reporting Person	

06/14/2013

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.

July 1, 2010

Securities and Exchange Commission 450 Fifth Street, NW Washington, DC 20549

This letter confirms that Ronald Cami and John E. Viola are authorized and designated to sign all securities related filings with the Securities and Exchange Commission, including Forms 3, 4 and 5, on my behalf. This authorization and designation shall be valid for three years from the date of this letter.

Very truly yours,

/s/ Richard Boyce

Richard Boyce

301 Commerce Street, Suite 3300, Fort Worth, TX 76102 817-871-4000 T  $\,\sim\,$  817-871-4088 F