

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Hellman & Friedman LLC</u>			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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2012</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>ONE MARITIME PLAZA, 12TH FLOOR</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>SAN FRANCISCO CA 94111</u>								
(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 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, par value \$0.001 per share	11/13/2012		J ⁽¹⁾		7,111,018	D	\$0 ⁽¹⁾	16,601,041	I	See Footnotes ⁽²⁾ (9)(10)
Common Stock, par value \$0.001 per share	11/13/2012		J ⁽³⁾		972,993	D	\$0 ⁽³⁾	2,271,502	I	See Footnotes ⁽⁴⁾ (9)(10)
Common Stock, par value \$0.001 per share	11/13/2012		J ⁽⁵⁾		4,044	D	\$0 ⁽⁵⁾	9,436	I	See Footnotes ⁽⁶⁾ (9)(10)
Common Stock, par value \$0.001 per share	11/13/2012		J ⁽⁷⁾		1,390,990	D	\$0 ⁽⁷⁾	0	I	See Footnotes ⁽⁸⁾ (9)(10)
Common Stock, par value \$0.001 per share								9,850	I	See Footnotes ⁽⁹⁾ (10)(11)

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)
					(A)	(D)	Date Exercisable	Expiration Date					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

1. Name and Address of Reporting Person*
Hellman & Friedman LLC

(Last) (First) (Middle)
ONE MARITIME PLAZA, 12TH FLOOR

(Street)
SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*
HELLMAN & FRIEDMAN CAPITAL V LP

(Last) (First) (Middle)
ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hellman & Friedman Capital Partners V \(Parallel\), L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hellman & Friedman Capital Associates V, L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Hellman & Friedman Investors V, L.P.](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

Explanation of Responses:

- Hellman & Friedman Capital Partners V, L.P. ("HFCP V") has agreed to distribute these shares of Common Stock to the limited partners and the general partner of HFCP V in accordance with their pro rata interests in HFCP V.
- These shares of Common Stock are held by HFCP V and include indirect beneficial interest in the shares of Common Stock held by Hellman & Friedman LP ("H&F LP").
- Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel") has agreed to distribute these shares of Common Stock to the limited partners and the general partner of HFCP V Parallel in accordance with their pro rata interests in HFCP V Parallel.
- These shares of Common Stock are held by HFCP V Parallel and include indirect beneficial interest in the shares of Common Stock held by H&F LP.
- Hellman & Friedman Capital Associates V, L.P. ("Associates V") has agreed to distribute these shares of Common Stock to the limited partners of Associates V in accordance with their pro rata interests in Associates V.
- These shares of Common Stock are held by Associates V.
- Hellman & Friedman Investors V, L.P. ("Investors V") is the sole general partner of each of HFCP V and HFCP V Parallel. Investors V has agreed to distribute the shares of Common Stock that it receives in connection with the distributions by HFCP V and HFCP V Parallel to the limited partners of Investors V in accordance with their pro rata interests in Investors V.
- These shares of Common Stock are held by Investors V.
- As the sole general partner of HFCP V and HFCP V Parallel, Investors V may be deemed to beneficially own shares of Common Stock beneficially owned by HFCP V and HFCP V Parallel. As the sole general partner of Associates V, Investors V and H&F LP, Hellman & Friedman LLC ("H&F LLC") may be deemed to beneficially own shares of Common Stock beneficially owned by Associates V, Investors V and H&F LP.
- A five member investment committee of H&F LLC has investment discretion over shares of Common Stock beneficially owned by H&F LLC, Investors V, HFCP V, HFCP V Parallel, Associates V and H&F LP. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by H&F LLC, Investors V, HFCP V, HFCP V Parallel, Associates V and H&F LP, except to the extent of such member's pecuniary interest therein, if any.
- These shares of Common Stock are held by H&F LP. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement of HFCP V and HFCP V Parallel.

Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing shall not be an admission that the Reporting Person is the beneficial owner of any of the securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest therein.

[/s/ Allen R. Thorpe as
Managing Director of Hellman
& Friedman LLC](#) 11/15/2012

[/s/ Allen R. Thorpe as
Managing Director of Hellman
& Friedman LLC, as General
Partner of Hellman &
Friedman Investors V, L.P., as
General Partner of Hellman &
Friedman Capital Partners V,
L.P.](#) 11/15/2012

[/s/ Allen R. Thorpe as
Managing Director of Hellman
& Friedman LLC, as General](#) 11/15/2012

Partner of Hellman &
Friedman Investors V, L.P., as
General Partner of Hellman &
Friedman Capital Partners V
(Parallel), L.P.

/s/ Allen R. Thorpe as
Managing Director of Hellman
& Friedman LLC, as General
Partner of Hellman &
Friedman Capital Associates V,
L.P. 11/15/2012

/s/ Allen R. Thorpe as
Managing Director of Hellman
& Friedman LLC, as General
Partner of Hellman &
Friedman Investors V, L.P. 11/15/2012

** 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.