

**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 &amp; Friedman LLC</u>  (Last) (First) (Middle) <u>ONE MARITIME PLAZA, 12TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/08/2012</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

**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	11/08/2012		A <sup>(1)</sup>		3,570	A	\$0	9,850	I	See Notes <sup>(2)</sup> (6)(7)(8)
Common Stock, par value \$0.001 per share								23,712,059	I	See Notes <sup>(3)</sup> (6)(7)(8)
Common Stock, par value \$0.001 per share								3,244,495	I	See Notes <sup>(4)</sup> (6)(7)(8)
Common Stock, par value \$0.001 per share								13,480	I	See Notes <sup>(5)</sup> (6)(7)(8)

**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)		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	Date Exercisable	Expiration Date					

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 Investors 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 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 LP](#)

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

SAN FRANCISCO CA 94111

(City) (State) (Zip)

**Explanation of Responses:**

1. These shares represent restricted stock that was granted to Jeffrey A. Goldstein and Allen R. Thorpe, each a director of the Issuer, under the Issuer's 2010 Omnibus Equity Incentive Plan. This restricted stock shall be fully vested on the second anniversary of the transaction date. This restricted stock is held by Messrs. Goldstein and Thorpe for the benefit of Hellman & Friedman LP ("H&F LP") and each of Messrs. Goldstein and Thorpe disclaimed beneficial ownership of such shares. Hellman & Friedman LLC ("H&F LLC") is the sole general partner of 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 Hellman & Friedman Capital Partners V, L.P. ("HFCP V") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel"). Each of H&F LP, H&F LLC, HFCP V and HFCP V Parallel is a director by deputization of the Issuer.

2. This Common Stock is held by H&F LP.

3. This Common Stock is held by HFCP V and includes shares that may be deemed beneficially owned as described in Note 6 below.

4. This Common Stock is held by HFCP V Parallel and includes shares that may be deemed beneficially owned as described in Note 6 below.

5. This Common Stock is held by Hellman & Friedman Capital Associates V, L.P. ("Associates V").

6. Hellman & Friedman Investors V, L.P. ("Investors V" and, together with H&F LLC, HFCP V, HFCP V Parallel, Associates V and H&F LP, the "H&F Entities") is the sole general partner of each of HFCP V and HFCP V Parallel. H&F LLC is the sole general partner of each of Investors V, Associates V and H&F LP. 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 Investors V, Associates V and H&F LP, H&F LLC may be deemed to beneficially own shares of Common Stock beneficially owned by Investors V, Associates V and H&F LP. (Continued in footnote 7)

7. (Continued from footnote 6) Following the reported transaction (a) HFCP V may be deemed to beneficially own 23,712,059 shares of Common Stock, including its indirect beneficial interest in the shares of Common Stock held by H&F LP, (b) HFCP Parallel may be deemed to beneficially own 3,244,495 shares of Common Stock, including its indirect beneficial interest in the shares of Common Stock held by H&F LP, (c) Investors V may be deemed to beneficially own 26,956,554 shares of Common Stock and (d) H&F LLC may be deemed to beneficially own 26,970,034 shares of Common Stock.

8. A five member investment committee of H&F LLC has investment discretion over shares of Common Stock beneficially owned by the H&F Entities. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by the H&F Entities, except to the extent of such member's respective pecuniary interest therein, if any.

**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](#) [11/13/2012](#)

[/s/ Allen R. Thorpe as  
Managing Director of Hellman  
& Friedman LLC, as General  
Partner of Hellman &  
Friedman Investors V, L.P.](#) [11/13/2012](#)

[/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.](#) [11/13/2012](#)

[/s/ Allen R. Thorpe as  
Managing Director of Hellman  
& Friedman LLC, as General](#) [11/13/2012](#)

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 11/13/2012  
Partner of Hellman &  
Friedman LP

\*\* 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.**