SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer 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

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Estimated average burden hours per response:	0.5
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1. Name and Addres Thomas Core	s of Reporting Person	n*	2. Issuer Name and Ticker or Trading Symbol <u>LPL Financial Holdings Inc.</u> [LPLA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	<u>y L.</u>			X	Director	10% Owner		
(Last) C/O LPL FINAN	(First) NCIAL HOLDING	(Middle) GS INC.	3. Date of Earliest Transaction (Month/Day/Year) 05/09/2019		Other (specify below)			
75 STATE STREET, 22ND FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) BOSTON	МА	02109		Line) X	Form filed by One Repor Form filed by More than Person	rting Person		
(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)	tion Date, Transactio Code (Inst					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	 Reported Transaction(s) (Instr. 3 and 4) 		(Instr. 4)
Common Stock	05/09/2019		Α		2,074 ⁽¹⁾	A	\$ <mark>0</mark>	2,074	D	
Common Stock	05/09/2019		Α		1,070 ⁽²⁾	A	\$ <mark>0</mark>	3,144	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. Transa Code (8)		of		6. Date Exerc Expiration Da (Month/Day/Y	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. Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan (the "2010 Plan"). Each stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 5, 2020. These stock units are subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan (the "DDCP") pursuant to which the reporting person elected to defer receipt of the equity portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy (the "Policy").

2. Represents stock units granted under the 2010 Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. These stock units are subject to a written deferral election under the DDCP pursuant to which the reporting person elected to defer receipt of the cash portion of the annual retainer under the Policy.

Remarks:

The signatory is signing on behalf of Corey E. Thomas pursuant to a Power of Attorney dated April 29, 2019.

/s/ Gregory M. Woods, attorney-in-fact

<u>05/10/20</u>19

** 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.