

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <u>SCHIFTER RICHARD P</u>  (Last) (First) (Middle) <u>C/O TPG</u> <u>301 COMMERCE STREET, SUITE 3300</u>  (Street) <u>FORT WORTH TX 76102</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 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**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	05/10/2024		A		699 <sup>(1)</sup>	A	\$0	41,267.8345	D	
Common Stock	05/10/2024		A		378 <sup>(2)</sup>	A	\$0	41,645.8345	D	
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #1 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #2 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #3 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #4 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #5 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #6 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #7 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #8 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #9 <sup>(3)</sup>

**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								148	I	By Co-Trustee of Grandchild's Trust #10 <sup>(3)</sup>
Common Stock								148	I	By Co-Trustee of Grandchild's Trust #11 <sup>(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. 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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- These shares represent restricted stock that was granted under the Issuer's 2021 Omnibus Equity Incentive Plan (the "2021 Plan") pursuant to the Issuer's Non-Employee Director Compensation Policy (the "Policy"). This restricted stock is scheduled to vest in full on May 21, 2025.
- The reporting person elected to receive these shares, which were granted under the 2021 Plan, in lieu of the cash portion of the annual retainer under the Policy.
- The reporting person previously transferred 1,628 shares of LPLA common stock to eleven trusts for the reporting person's grandchildren. The reporting person is a co-trustee of the trusts, and each of the reporting person's grandchildren is the sole beneficiary of their respective trust. The reporting person remains the beneficial owner of the securities held by the trusts.

**Remarks:**

The signatory is signing on behalf of Richard P. Schifter pursuant to a Power of Attorney dated March 28, 2017.

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

05/14/2024

\*\* 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.**