

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

Form S-3**REGISTRATION STATEMENT**

UNDER

*THE SECURITIES ACT OF 1933***LPL Financial Holdings Inc.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)20-3717839
(I.R.S. Employer
Identification Number)**LPL Holdings, Inc.**

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction of
incorporation or organization)04-3046611
(I.R.S. Employer
Identification Number)4707 Executive Drive
San Diego, CA 92121
(800) 877-7210

(Address, including zip code, and telephone number, including area code of principal executive offices)

Gregory M. Woods
LPL Financial Holdings Inc.
4707 Executive Drive, San Diego, CA 92121
(800) 877-7210

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Please send copies of all communications to:Marko S. Zatylny
Thomas Fraser
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
Telephone (617) 951-7000
Fax (617) 951-7050**Approximate date of commencement of proposed sale to the public:** From time to time after the effectiveness of the Registration Statement.If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act **The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities**

Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Explanatory Note

This Amendment No. 2 (this “Amendment”) to the Registration Statement on Form S-3 of LPL Financial Holdings Inc. and LPL Holdings, Inc. (File No. 333-274631) (the “Registration Statement”) is being filed as an exhibits-only filing to file Exhibit 5.1, Exhibit 22.1 and Exhibit 107. Accordingly, this Amendment consists only of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, the signature page to the Registration Statement and the filed exhibits. The remainder of the Registration Statement is unchanged and has therefore been omitted.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit Description

1.1*	Form of underwriting agreement
3.1	Amended and Restated Certificate of Incorporation of LPL Investment Holdings Inc., dated November 23, 2010 (incorporated by reference to Amendment No. 2 to the Registration Statement on Form S-1 filed on July 9, 2010, File No. 333-167325)
3.2	Certificate of Ownership and Merger Merging LPL Financial Holdings Inc. with and into LPL Investment Holdings Inc., dated June 14, 2012 (incorporated by reference to the Form 8-K filed on June 19, 2012, File No. 001-34963)
3.3	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of LPL Financial Holdings Inc., dated May 8, 2014 (incorporated by reference to the Form 8-K filed on May 9, 2014, File No. 001-34963)
3.4	Sixth Amended and Restated Bylaws of LPL Financial Holdings Inc. (incorporated by reference to the Form 8-K filed on February 23, 2022, File No. 001-34963)
3.5	Amended and Restated Articles of Organization of LPL Holdings, Inc., dated December 28, 2005 (incorporated by reference to the Registration Statement on Form S-3 filed on February 9, 2017, File No. 333-215989)
3.6	Articles of Merger Merging LPL Holdings, Inc. with BD Acquisition, Inc., dated December 28, 2005 (incorporated by reference to the Registration Statement on Form S-3 filed on February 9, 2017, File No. 333-215989)
3.7	Amended and Restated Bylaws of LPL Holdings, Inc. (incorporated by reference to the Registration Statement on Form S-3 filed on February 9, 2017, File No. 333-215989)
4.1	Specimen common stock certificate (incorporated by reference to Exhibit 4.1 to the Form 8-K filed on July 23, 2010, File No. 001-34963)
4.2***	Form of Indenture
5.1	Opinion of Ropes & Gray LLP (filed herewith)
22.1	List of Subsidiary Guarantors and Issuers of Guaranteed Securities (filed herewith)
23.1***	Consent of Deloitte & Touche LLP
23.2	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
24.1***	Powers of Attorney
25.1**	Statement of Eligibility of Trustee
107	Filing Fee Table (filed herewith)

* To be filed, if necessary, subsequent to the effectiveness of this registration statement by an amendment to this registration statement or incorporated by reference pursuant to a Current Report on Form 8-K in connection with an offering of securities.

** To be filed separately pursuant to Section 305(b)(2) of the Trust Indenture Act of 1939, as amended.

*** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the 27th day of October, 2023.

LPL Financial Holdings Inc.
LPL Holdings, Inc.

By: /s/ Dan H. Arnold

Dan H. Arnold
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dan H. Arnold</u> Dan H. Arnold	Chief Executive Officer, President, and Director of LPL Financial Holdings Inc. and LPL Holdings, Inc. <i>(Principal Executive Officer)</i>	October 27, 2023
<u>/s/ Matthew J. Audette</u> Matthew J. Audette	Chief Financial Officer of LPL Financial Holdings Inc. and LPL Holdings, Inc. <i>(Principal Financial Officer and Principal Accounting Officer)</i>	October 27, 2023
<u>*</u> Edward C. Bernard	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
<u>*</u> Paulett Eberhart	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
<u>*</u> William F. Glavin, Jr.	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023

<hr/> *	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
Albert J. Ko		
<hr/> *	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
Allison H. Mnookin		
<hr/> *	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
Anne M. Mulcahy		
<hr/> *	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
James S. Putnam		
<hr/> *	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
Richard P. Schifter		
<hr/> *	Director of LPL Financial Holdings Inc. and LPL Holdings, Inc.	October 27, 2023
Corey E. Thomas		

*By: /s/ Gregory M. Woods
Gregory M. Woods
Attorney-in-Fact



ROPES & GRAY LLP
PRUDENTIAL TOWER
800 BOYLSTON STREET
BOSTON, MA 02199-3600
WWW.ROPESGRAY.COM

October 27, 2023

LPL Financial Holdings Inc.
LPL Holdings, Inc.
4707 Executive Drive
San Diego, CA 92121

Re: Registration of Securities on Form S-3

Ladies and Gentlemen:

We have acted as counsel to LPL Financial Holdings Inc., a Delaware corporation ("LPLFH") and LPL Holdings, Inc., a Massachusetts corporation ("LPLH," and together with LPLFH, the "Companies") in connection with the registration statement on Form S-3 (the "Registration Statement") filed on the date hereof by the Companies with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration under the Securities Act and the proposed issuance and sale from time to time pursuant to Rule 415 under the Securities Act of:

(i) shares of LPLFH's common stock, \$0.01 par value per share (the "Common Stock"); and

(ii) one or more series of debt securities of LPLH (the "Debt Securities"), which Debt Securities may include senior debt securities or subordinated debt securities issued under an indenture, including any supplemental indenture related thereto, payments in respect of which will be fully and unconditionally guaranteed by LPLFH (the "Guarantees").

The Common Stock, the Debt Securities and the Guarantees are referred to herein collectively as the "Securities."

In connection with this opinion letter, we have examined such certificates, documents and records and have made such investigation of fact and such examination of law as we have deemed appropriate in order to enable us to render the opinions set forth herein. In conducting such investigation, we have relied, without independent verification, upon certificates of officers of the Companies, public officials and other appropriate persons.

The opinions expressed below are limited to the laws of the State of New York, the Delaware General Corporation Law and the Massachusetts Business Corporations Act.

Based upon and subject to the foregoing and the assumptions, qualifications and limitations set forth below, we are of the opinion that:

1. When (i) the issuance and sale of any shares of Common Stock have been duly authorized by all necessary corporate action of LPLFH and (ii) such shares have been issued and delivered against payment of the purchase price therefor (in an amount in excess of the par value thereof) in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, such shares of Common Stock will be validly issued, fully paid and nonassessable.

2. When (i) the terms of any Debt Securities and their issuance and sale have been duly authorized by all necessary corporate action of LPLH and (ii) such Debt Securities have been duly executed, authenticated and delivered against payment of the purchase price therefor in accordance with the applicable definitive purchase, underwriting or similar agreement, as contemplated by the Registration Statement, and in the manner provided for in the applicable indenture, such Debt Securities will constitute valid and binding obligations of LPLH enforceable against LPLH in accordance with their respective terms.

3. When (i) the issuance and terms of any Guarantee have been duly authorized by all necessary corporate action of LPLFH, and (ii) such Guarantee has been duly executed and delivered in accordance with the applicable guarantee agreement, in accordance with the applicable purchase, underwriting or other agreement, and as contemplated by the Registration Statement, such Guarantee will constitute a valid and binding obligation of LPLFH enforceable against LPLFH in accordance with its terms.

In rendering the opinions set forth above, we have assumed that (i) the Registration Statement will have become effective under the Securities Act, a prospectus supplement will have been prepared and filed with the Commission describing the Securities offered thereby and such Securities will have been issued and sold in accordance with the terms of such prospectus supplement; (ii) a definitive purchase, underwriting, or similar agreement, and any applicable indenture (including any supplemental indenture) or guarantee agreement, pursuant to which such Securities may be issued, will have been duly authorized, executed and delivered by the applicable Company and the other parties thereto, and the specific terms of such Securities will have been duly established in conformity with the applicable agreement and the certificate of incorporation and bylaws of the applicable Company (if applicable); (iii) at the time of the issuance of any Securities, the applicable Company will be a validly existing corporation under the law of its jurisdiction of incorporation; (iv) the number of shares of Common Stock issued pursuant to the Registration Statement, together with the number of shares outstanding or reserved at the time of issuance, will not exceed the number of shares authorized by LPLFH's certificate of incorporation in effect at the time of such issuance; and (v) all the foregoing actions to be taken by the applicable Company will have been taken so as not to violate any applicable law and so as to comply with any requirement or restriction imposed by any court or governmental or regulatory body having jurisdiction over the applicable Company or any of its property.

Our opinions set forth above are subject to (a) bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance and similar laws affecting the rights and remedies of creditors generally and (b) general principles of equity. Our opinions are also subject to the qualification that the enforceability of provisions in the applicable indenture (including any supplemental indenture) providing for indemnification or contribution, broadly worded waivers, waivers of rights to damages or defenses, waivers of unknown or future claims, and waivers of statutory, regulatory or constitutional rights may be limited on public policy or statutory grounds. In addition, we express no opinion with respect to the enforceability of (i) any fraudulent transfer savings clause or similar provision of any Guarantee which purports to limit the obligations of LPLFH thereunder or the effect of the unenforceability of such provision on the enforceability of such Guarantee or (ii) rights to receive prepayment premiums or the unaccrued portion of original issue discount upon acceleration of any Debt Securities, in each case to the extent determined to be unreasonable or to constitute unmaturing interest.

LPL Financial Holdings Inc.
LPL Holdings, Inc.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

List of Subsidiary Guarantors and Issuers of Guaranteed Securities

LPL Financial Holdings Inc. will fully and unconditionally guarantee the debt securities issued by LPL Holdings, Inc., a subsidiary of LPL Financial Holdings Inc., pursuant to the registration statement of which this Exhibit 22.1 is a part.

Calculation of Filing Fee Tables

Form S-3
(Form Type)LPL Financial Holdings Inc.
LPL Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial effective date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
	Equity	Common Stock, \$0.001 par value per share	457(o)	(2)	(3)	—	—	—				
Fees to Be Paid	Debt	Debt Securities (4)	457(o)	(2)	(3)	—	—	—				
	Other	Guarantees (5)	457(n)	(5)	(5)	—	—	—				
	Unallocated (Universal) Shelf	N/A	457(o)	(2)	Unallocated (Universal) Shelf	\$3,000,000,000	.0001102	\$330,600				
Fees Previously Paid	Unallocated (Universal) Shelf	N/A	457(o)		Unallocated (Universal) Shelf	\$3,000,000,000	0.0001102	\$330,600				(6)
Carry Forward Securities												
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A	N/A
	Total Offering Amounts					\$3,000,000,000		\$330,600				
	Total Fees Previously Paid							\$330,600				
	Total Fee Offsets							N/A				
	Net Fee Due							\$0				

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the common stock being registered hereunder includes such indeterminate number of shares of common stock that may be offered or issued in connection with any stock split, stock dividend or similar transactions.
- (2) There are being registered hereunder an indeterminate number of shares of common stock and an indeterminate principal amount of debt securities. The proposed maximum offering price will be determined, from time to time, by the applicable registrant in connection with the issuance by such registrant of the securities registered hereunder. In no event will the aggregate maximum offering price of all securities issued pursuant to this registration statement exceed \$3,000,000,000 or, if any debt securities are issued at an original issue discount, such greater amount as will result in an aggregate offering price of \$3,000,000,000, less the aggregate dollar amount of all securities previously issued pursuant to this registration statement.
- (3) The proposed maximum per unit and aggregate offering prices per class of securities will be determined from time to time by the applicable registrant in connection with the issuance by such registrant of the securities registered under this registration statement and is not specified as to each class of security pursuant to Instruction 2.A.iii.b. to the Calculation of Filing Fee Tables and Related Disclosure on Form S-3 under the Securities Act.
- (4) Debt securities issued under this registration statement may consist of one or more series of senior and/or subordinated debt securities of LPL Holdings, Inc.
- (5) LPL Financial Holdings Inc. will fully and unconditionally guarantee the payment of principal of, and premium (if any) and interest on, the debt securities of LPL Holdings, Inc. No separate consideration will be received for the guarantees. Pursuant to Rule 457(n) under the Securities Act, no registration fee is required with respect to the guarantees.
- (6) The Registrants previously paid \$330,600 when the Registrants initially filed the Registration Statement on Form S-3 (File No. 333-274631) with the Securities and Exchange Commission on September 22, 2023.