

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>Hellman Marco</u> (Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.</u> <u>75 STATE STREET, 22ND FLOOR</u> (Street) <u>BOSTON MA 02109</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>02/13/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/13/2017		S		900,000	D	\$40	1,885,143 ⁽¹⁾	I	See Footnote ⁽²⁾⁽³⁾

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	(A)	(D)					

Explanation of Responses:

- Consists of (i) 5,202 shares held directly by HMI Capital, LLC ("HMI LLC"), including 3,468 shares represented by restricted stock that is scheduled to vest in full on May 11, 2017, and (ii) 1,879,941 shares held directly by HMI Capital Partners, L.P. and Merckx Capital Partners, L.P. (collectively, the "Funds"). HMI LLC and the Funds are directors by deputization of the Issuer. The 5,202 shares held directly by HMI LLC were granted to Mr. Hellman under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan pursuant to the Issuer's Non-Employee Director Compensation Policy. Mr. Hellman assigned these shares to HMI LLC. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the partnership agreement of the applicable fund.
- HMI LLC, which is the general partner and investment adviser of the Funds, holds shares for the benefit of the Funds and, in turn, for the benefit of investors in the Funds. A three member investment committee of HMI LLC has investment discretion over shares held by HMI LLC. As the managing member of HMI LLC and a member of the investment committee, Mr. Hellman may be deemed to indirectly beneficially own such shares. Mr. Hellman disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.
- The Funds hold shares for the benefit of their investors. Such shares may be deemed to be indirectly beneficially owned by HMI LLC as the general partner and investment adviser of the Funds and by Mr. Hellman as the control person of HMI LLC. Mr. Hellman disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Remarks:

Marco Hellman 02/15/2017
 ** 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.

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