

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**January 1, 2008**

Date of report (date of earliest event reported)

**LPL Investment Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdictions of  
incorporation or organization)

**000-52609**  
(Commission File Number)

**20-3717839**  
(I.R.S. Employer  
Identification Nos.)

**One Beacon Street, Floor 22**  
**Boston MA 02108**  
(Address of principal executive offices) (Zip Code)

**(617) 423-3644**  
(Registrant's telephone number, including area code)

**N/A**  
(Former Name or Former Address, if Changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On and effective as of January 1, 2008, the Board of Directors of LPL Investment Holdings Inc. (the "Company"), amended Section 1 of Article IV of the Company's Certificate of Incorporation to authorize 200,000,000 shares of common stock, \$0.01 par value.

The foregoing description of the Company's amendment to its Certificate of Incorporation is not complete and is qualified in its entirety by reference to the Certificate of Amendment of Certificate of Incorporation as attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

3.1 Certificate of Amendment of Certificate of Incorporation

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

By: /s/ Stephanie L. Brown  
Name: Stephanie L. Brown  
Title: Secretary

Dated: January 4, 2008

**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION OF  
LPL INVESTMENT HOLDINGS INC.**

LPL Investment Holdings Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

**FIRST:** That at a meeting of the Board of Directors (the "Board") of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation, declaring said amendment to be advisable and calling a special meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of the Corporation be amended by changing Section 1 of Article IV, so that, as amended, said Article shall be and read as follows:

"Section 1. The Corporation shall be authorized to issue 200,000,000 shares of capital stock, of which 200,000,000 shares shall be shares of Common Stock, \$0.01 par value ("Common Stock")."

**SECOND:** That thereafter, a special meeting of the stockholders of the Corporation was held at which meeting the necessary number of shares required by statute were voted in favor of the amendment.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective on January 1, 2008.

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IN WITNESS WHEREOF, said LPL Investment Holdings Inc. has caused this certificate to be signed by Stephanie L. Brown, its Secretary, this 26th day of December, 2007.

By: /s/ Stephanie L. Brown

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