SEC Form 4

Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
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Filed pursuant to	Section 16(a)	of the Securities	Exchange	Act of	1934
or Soction	20(b) of the li	nvoctmont Comp	any Act of 1	040	

1. Name and Address of Reporting Person* SCHIFTER RICHARD P			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>N NICHANI</u>	<u>JP</u>		X	Director	10% Owner				
(Last) C/O TPG	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/30/2021		Officer (give title below)	Other (specify below)				
301 COMME	ERCE STREET	, SUITE 3300	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	vidual or Joint/Group Fil	ing (Check Applicable				
(Street)				X	Form filed by One Re	eporting Person				
FORT WORT	ГН ТХ	76102			Form filed by More the Person	nan One Reporting				
(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)						5. Amount of Securities Beneficially Owned Following Benorted	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	e Reported (Instr. 3 and 4)		
Common Stock	03/30/2021		A		4(1)	Α	\$ <mark>0</mark>	49,204.8345	D	
Common Stock	03/30/2021		A		29 ⁽²⁾	Α	\$ <mark>0</mark>	49,233.8345	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 Deriv Secu Acqu (A) o Dispo of (D (Insti	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Ownershij (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 4, 2021. The reporting person was previously granted stock units that were subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan (the "DDCP"), which stock units are scheduled to vest in full on May 4, 2021. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

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. The reporting person was previously granted stock units that were subject to a written deferral election under the DDCP, which stock units are fully vested as of the date hereof. The stock units reported hereby were credited to the reporting person's DDCP account in connection with a quarterly cash dividend that was paid on shares of common stock.

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

** 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.

04/01/2021

