

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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 & Friedman GP LLC</u> (Last) (First) (Middle) <u>ONE MARITIME PLAZA</u> <u>12TH FLOOR</u> (Street) <u>SAN FRANCISCO CA 94111</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/22/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>LPL Financial Holdings Inc. [LPLA]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. 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 <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock, par value \$0.001 per share</u>	<u>13,014</u>	<u>D⁽¹⁾(2)(3)</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. These shares represent restricted stock that was granted under the Issuer's 2010 Omnibus Equity Incentive Plan to Jeffrey A. Goldstein and Allen R. Thorpe. This restricted stock shall be fully vested on the second anniversary of the applicable grant date. These shares have been transferred to Hellman & Friedman LP ("H&F LP"), a director by deputization of the Issuer, which has reported beneficial ownership of these shares. Hellman & Friedman GP LLC ("H&F GP") has become the sole general partner of H&F LP and a director by deputization of the Issuer. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement of Hellman & Friedman Capital Partners V, L.P. ("HFV") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFV Parallel").

2. Hellman & Friedman Investors V, L.P. ("Investors V") is the sole general partner of each of HFV and HFV Parallel. Hellman & Friedman LLC ("H&F LLC") and, together with H&F LP, H&F GP, HFV and HFV Parallel, the "H&F Entities") is the sole general partner of Investors V. As the sole general partner of HFV and HFV Parallel, Investors V may be deemed to beneficially own shares of common stock beneficially owned by HFV and HFV Parallel. As the sole general partner of Investors V, H&F LLC may be deemed to beneficially own shares of common stock beneficially owned by Investors V. As the sole general partner of H&F LP, H&F GP may be deemed to beneficially own shares of common stock beneficially owned by H&F LP. Each of the H&F Entities, other than H&F GP, has previously reported beneficial ownership of these shares.

3. A four member investment committee of H&F LLC has investment discretion over shares of common stock beneficially owned by H&F LLC, Investors V, HFV and HFV Parallel. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by H&F LLC, Investors V, HFV and HFV Parallel, except to the extent of such member's respective pecuniary interest therein, if any. Four designated members of H&F GP have collective investment discretion, by majority vote among them, over shares of common stock beneficially owned by H&F GP and H&F LP. Each such member disclaims beneficial ownership of the reported shares beneficially owned by H&F GP and H&F LP, except to the extent of such member's respective pecuniary interest therein, if any.

/s/ Allen R. Thorpe as
Managing Director of Hellman 02/26/2013
& Friedman GP LLC

** 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 5 (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.