

| 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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><b>SCHIFTER RICHARD P</b><br><br>(Last) (First) (Middle)<br><b>C/O TPG</b><br><b>301 COMMERCE STREET, SUITE 3300</b><br><br>(Street)<br><b>FORT WORTH TX 76102</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>LPL Financial Holdings Inc. [ LPLA ]</b> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/23/2024</b>                      |   |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |   |
| Common Stock                    | 08/23/2024                           |  | A                              |   | 27 <sup>(1)</sup>   | A          | \$0   | 39,690.8345   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #1 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #2 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #3 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #4 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #5 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #6 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #7 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #8 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #9 <sup>(2)</sup> |

**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 Indirect Beneficial Ownership (Instr. 4)  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #10 <sup>(2)</sup> |
| Common Stock                    |                                      |  |                                |   |   |            |       | 330   | I  | By Co-Trustee of Grandchild's Trust #11 <sup>(2)</sup> |

**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) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 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) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

1. Represents stock units granted under the Issuer's 2021 Omnibus Equity Incentive 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 Issuer's Non-Employee Director Deferred Compensation Plan (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.
2. The reporting person is a co-trustee of each trust, and the sole beneficiary of each trust is a grandchild of the reporting person. The reporting person remains the beneficial owner of the securities held by such trusts.

**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

08/27/2024

\*\* 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.**