

LPL Financial Holdings Inc.
 Form 4
 September 03, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 TPG Group Holdings (SBS) Advisors, Inc.

(Last) (First) (Middle)

C/O TPG GLOBAL, LLC,, 301 COMMERCE STREET, SUITE 3300

(Street)

FORT WORTH, TX 76102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LPL Financial Holdings Inc. [LPLA]

3. Date of Earliest Transaction (Month/Day/Year)

08/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, par value \$0.001 per share | 08/29/2013 | | J ⁽¹⁾ | 321,050 D \$ 0 ⁽¹⁾ | 17,707,651 | I | See Explanation of Responses <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> |
| Common Stock, par value \$0.001 per share | 08/29/2013 | | S ⁽²⁾ | 60,960 D \$ 37.469 ⁽³⁾ | 17,646,691 | I | See Explanation of Responses <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> |

| | | | | | | | | |
|---|------------|------------------|--------|---|-------------------|------------|---|---|
| Common Stock, par value \$0.001 per share | 08/30/2013 | S ⁽²⁾ | 13,050 | D | \$ 36.943 (4) | 17,633,641 | I | (10) See Explanation of Responses (6) (7) (8) (9) (10) |
| Common Stock, par value \$0.001 per share | 09/03/2013 | S ⁽²⁾ | 97,830 | D | \$ 36.8845 (5) | 17,535,811 | I | (10) See Explanation of Responses (6) (7) (8) (9) (10) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TPG Group Holdings (SBS) Advisors, Inc. C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102 | | X | | |
| | | X | | |

BONDERMAN DAVID
 C/O TPG GLOBAL, LLC
 301 COMMERCE STREET, SUITE 3300
 FORT WORTH, TX 76102

COULTER JAMES G
 C/O TPG GLOBAL, LLC,
 301 COMMERCE STREET, SUITE 3300
 FORT WORTH, TX 76102

X

Signatures

| | |
|--|------------|
| /s/ Ronald Cami on behalf of David Bonderman (11) (12) | 09/03/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Ronald Cami on behalf of James G. Coulter (11) (12) | 09/03/2013 |
| **Signature of Reporting Person | Date |
| | |
| /s/ Ronald Cami, Vice President, TPG Group Holdings (SBS) Advisors, Inc. (11) | 09/03/2013 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) Effective August 29, 2013, each of TPG Management IV-A, L.P., TPG Equity IV-A, L.P., TPG GenPar IV, L.P. ("GenPar IV") and TPG Advisors IV, Inc. ("Advisors IV") distributed shares of Common Stock (each a "Share") of LPL Financial Holdings Inc. (the "Issuer") pro rata to their respective partners or shareholders, as the case may be.
- (2) On each of August 29, August 30 and September 3, 2013 each of TPG Associates IV, L.P. ("Associates IV"), TPG Coinvestment IV, L.P. ("Coinvestment IV"), TPG Partners IV, L.P. ("Partners IV") and TPG Holdings I, L.P. ("Holdings I" and, together with Associates IV, Coinvestment IV and Partners IV, the "TPG Shareholders") sold Shares pursuant to Rule 144 under the Securities Act of 1933, as amended.
- (3) The number of securities reported represents an aggregate number of Shares sold in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Sale prices ranged from \$37.17 to \$37.695 per Share, inclusive. The Reporting Persons (as defined below) undertake to provide the staff of the Securities and Exchange Commission (the "Commission"), the Issuer or a stockholder of the Issuer, upon request, the number of Shares sold by the Reporting Persons at each separate price within the range.
- (4) The number of securities reported represents an aggregate number of Shares sold in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Sale prices ranged from \$36.69 to \$37.24 per Share, inclusive. The Reporting Persons undertake to provide the staff of the Commission, the Issuer or a stockholder of the Issuer, upon request, the number of Shares sold by the Reporting Persons at each separate price within the range.
- (5) The number of securities reported represents an aggregate number of Shares sold in multiple open market transactions over a range of sale prices. The price reported represents the weighted average price. Sale prices ranged from \$36.67 to \$37.115 per Share, inclusive. The Reporting Persons undertake to provide the staff of the Commission, the Issuer or a stockholder of the Issuer, upon request, the number of Shares sold by the Reporting Persons at each separate price within the range.
- (6) David Bonderman and James G. Coulter are officers and sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of Holdings I, which holds 541,459 Shares following the transactions reported herein and is the sole member of TPG GenPar IV Advisors, LLC, which is the general partner of TPG GenPar IV, L.P., which is the general partner of Partners IV, which holds 16,753,402 Shares following the transactions reported herein.
- (7)

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Messrs. Bonderman and Coulter are also officers and sole shareholders of Advisors IV, which is the general partner of each of Associates IV, which holds 2,068 Shares following the transactions reported herein and Coinvestment IV, which holds 1,654 Shares following the transactions reported herein.

- (8) As a result of the transactions reported herein and excluding the Shares held by the TPG Shareholders, Mr. Bonderman holds directly or indirectly 208,401 Shares and Mr. Coulter holds directly or indirectly 28,827 Shares.
- (9) Because of the Reporting Persons' respective relationships to the TPG Shareholders, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of such TPG Shareholders. Each Reporting Person disclaims beneficial ownership of the Shares, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- (10) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities beneficially owned in excess of their respective pecuniary interests.

Remarks:

(11) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

(12) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letter.

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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