

**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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>RIEPE JAMES S</u>  (Last) (First) (Middle) <u>C/O LPL FINANCIAL HOLDINGS INC.</u> <u>75 STATE STREET, 22ND FLOOR</u>  (Street) <u>BOSTON MA 02109</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LPL Financial Holdings Inc. [ LPLA ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	03/02/2018		M		4,500	A	\$27.17	75,721	D	
Common Stock	03/02/2018		M		4,500	A	\$26.33	80,221	D	
Common Stock	03/02/2018		M		4,500	A	\$24.96	84,721	D	
Common Stock	03/02/2018		S		5,632	D	\$62.77 <sup>(1)</sup>	79,089	D	
Common Stock								35,971	I	By Stone Barn LLC

**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						Title
Option to purchase Common Stock	\$27.17	03/02/2018		M		4,500		(2)	05/14/2018	Common Stock	4,500	\$0	0	D	
Option to purchase Common Stock	\$26.33	03/02/2018		M		4,500		(3)	09/09/2018	Common Stock	4,500	\$0	0	D	
Option to purchase Common Stock	\$24.96	03/02/2018		M		4,500		(4)	11/19/2018	Common Stock	4,500	\$0	0	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$62.60 to \$62.90, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
- This option became exercisable in three equal installments, beginning on May 14, 2009, which was the first anniversary of the date on which it was granted. The option became fully vested on May 14, 2011.
- This option became exercisable in three equal installments, beginning on September 9, 2009, which was the first anniversary of the date on which it was granted. The option became fully vested on September 9, 2011.
- This option became exercisable in three equal installments, beginning on November 19, 2009, which was the first anniversary of the date on which it was granted. The option became fully vested on November 19, 2011.

**Remarks:**

The signatory is signing on behalf of James S. Riepe pursuant to a Power of Attorney dated March 10, 2014, which was previously filed with the Commission.

/s/ Gregory M. Woods,  
attorney-in-fact

03/02/2018

\*\* Signature of Reporting Person Date

\* 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.

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