

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## Form S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

## LPL Investment Holdings Inc.

(Exact name of registrant as specified in its charter)

## Delaware

(State or other jurisdiction of  
incorporation or organization)

6200

(Primary Standard Industrial  
Classification Code Number)

20-3717839

(I.R.S. Employer  
Identification No.)

One Beacon Street, Boston, MA 02108

(617) 423-3644

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Mark S. Casady

Stephanie L. Brown

LPL Investment Holdings Inc.

One Beacon Street, Boston, MA 02108

(617) 423-3644

(Name, address, including zip code, and telephone number, including area code, of agent for service)

## Copies to:

Julie H. Jones, Esq.  
Keith F. Higgins, Esq.  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
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William F. Gorin, Esq.  
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One Liberty Plaza  
New York, NY 10006  
Telephone (212) 225-2000  
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**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-167325

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$0.001 par value per share	47,035(1)	\$30	\$1,411,050	\$100.61

(1) Includes shares of common stock issuable upon exercise of an option to purchase additional shares granted to underwriters.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act, based on an estimate of the proposed maximum aggregate offering price.

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of LPL Investment Holdings Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-167325), which was declared effective by the Commission on November 17, 2010, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, The Commonwealth of Massachusetts, on the 17th day of November, 2010.

**LPL Investment Holdings Inc.**

By: /s/ MARK S. CASADY  
Mark S. Casady  
Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
* _____ Mark S. Casady	Chief Executive Officer and Chairman ( <i>Principal Executive Officer</i> )	November 17, 2010
* _____ Robert J. Moore	Chief Financial Officer and Treasurer ( <i>Principal Financial Officer</i> )	November 17, 2010
* _____ Thomas D. Lux	Chief Accounting Officer ( <i>Principal Accounting Officer</i> )	November 17, 2010
* _____ John J. Brennan	Director	November 17, 2010
* _____ Richard W. Boyce	Director	November 17, 2010
* _____ James S. Putnam	Director, Vice Chairman	November 17, 2010
* _____ Erik D. Ragatz	Director	November 17, 2010
* _____ James S. Riepe	Director	November 17, 2010
* _____ Richard P. Schifter	Director	November 17, 2010

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Signature

Title

Date

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\_\_\_\_\_  
Jeffrey E. Stiefler

Director

November 17, 2010

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\_\_\_\_\_  
Allen R. Thorpe

Director

November 17, 2010

\*By: /s/ MARK S. CASADY  
Mark S. Casady  
*Attorney-in-fact*

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## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1*	Powers of Attorney

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\* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-167325) filed with the Commission on June 4, 2010.

November 17, 2010

LPL Investment Holdings Inc.  
One Beacon Street  
Boston, Massachusetts 02108

Re: LPL Investment Holdings Inc.

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-1 (the "Registration Statement"), filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), for the registration of 47,035 shares of Common Stock, \$0.001 par value per share (the "Common Stock"), of LPL Investment Holdings Inc., a Delaware corporation (the "Company"), including 4,276 shares of Common Stock to cover over-allotments, if any. Of the shares of Common Stock to be registered pursuant to the Registration Statement, 42,759 shares are being offered by certain shareholders of the Company (the "Selling Stockholder Shares") and up to 4,276 shares are being offered by the Company (the "Company Shares" and, together with the Selling Stockholders Shares, collectively the "Shares"). The Shares are proposed to be sold pursuant to an underwriting agreement (the "Underwriting Agreement") to be entered into among the Company, certain stockholders of the Company and the underwriters named in therein.

We have acted as counsel for the Company in connection with the proposed issuance of the Company Shares. For purposes of this opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary.

The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized and, when delivered pursuant to the Underwriting Agreement, and, with respect to the Company Shares, issued against payment of the consideration set forth therein, will be validly issued, fully paid and non-assessable.

We hereby consent to your filing this opinion as an exhibit to the Registration Statement and to the use of our name therein and in the related prospectus under the caption "Legal Matters." In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

This opinion may be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of our report dated March 9, 2010, (June 4, 2010 as to Note 16 and July 9, 2010 as to Note 22) relating to the consolidated financial statements of LPL Investment Holdings Inc. (the "Company") included in Registration Statement No. 333-167325 and of our report dated March 9, 2010 on the effectiveness of the Company's internal control over financial reporting appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2009 and incorporated by reference in the Prospectus included in Registration Statement No. 333-167325.

/s/ Deloitte & Touche LLP

Costa Mesa, California

November 17, 2010