

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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 &amp; Friedman LP</u>  (Last) (First) (Middle) <u>ONE MARITIME PLAZA, 12TH FLOOR</u>  (Street) <u>SAN FRANCISCO CA 94111</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>11/07/2012</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 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>6,280</u>	<u>D<sup>(1)</sup>(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	Title	Amount or Number of Shares			

**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. As previously reported, Messrs. Goldstein and Thorpe held these shares for the benefit of Hellman & Friedman Capital Partners V, L.P. ("HFV") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFV Parallel") and, together with HFV, the "H&F Funds") and disclaimed beneficial ownership of such shares. These shares have been transferred to Hellman & Friedman LP ("H&F LP"). Hellman & Friedman LLC ("H&F LLC"), a director by deputization of the Issuer, is the sole general partner of H&F LP and has previously reported beneficial ownership of these shares. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the applicable partnership agreement of the H&F Funds.

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

3. A five member investment committee of H&F LLC has investment discretion over shares of common stock beneficially owned by the H&F Entities. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by the H&F Entities, except to the extent of such member's respective pecuniary interest therein, if any.

/s/ Allen R. Thorpe as  
Managing Director of Hellman  
& Friedman LLC, as General 11/07/2012  
Partner of Hellman &  
Friedman LP

\*\* 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.