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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

**May 6, 2014**

Date of report (date of earliest event reported)

**LPL Financial Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdictions of incorporation  
or organization)

**001-34963**

(Commission File Number)

**20-3717839**

(I.R.S. Employer Identification Nos.)

**75 State Street  
Boston MA 02109**

(Address of principal executive offices) (Zip Code)

**(617) 423-3644**

(Registrant's telephone number, including area code)

**N/A**

(Former Name or Former Address, if Changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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## Item 5.07 Submission of Matters to a Vote of Security Holders.

LPL Financial Holdings Inc. (the "Company") held its 2014 annual meeting of stockholders (the "Annual Meeting") on May 6, 2014. The stockholders of the Company considered and acted upon the following proposals:

1. *Election of Directors.* By the vote reflected below and as a result of the approval of the amendments to the Company's amended and restated certificate of incorporation (the "Certificate of Incorporation") described under proposals 2 and 3 below, the stockholders elected the following seven individuals to serve as directors of the Company until the 2015 annual meeting of stockholders and until their respective successors are duly elected and qualified:

Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Richard W. Boyce	89,072,349	834,284	7,119	0
John J. Brennan	89,525,136	381,597	7,019	0
Mark S. Casady	88,661,142	1,151,844	100,766	0
Anne M. Mulcahy	84,916,507	4,990,007	7,238	0
James S. Putnam	89,704,195	208,172	1,385	0
James S. Riepe	89,518,716	387,598	7,438	0
Richard P. Schifter	88,937,507	969,126	7,119	0

2. *Approval of Amendment to Certificate of Incorporation to Declassify the Board of Directors.* The stockholders approved an amendment to the Certificate of Incorporation that provides for the declassification of the Company's Board of Directors (the "Board"), such that it would be comprised of a single class of directors elected on an annual basis, rather than three classes of directors serving staggered three-year terms. 89,870,945 shares voted for the proposal; 28,506 shares voted against the proposal; and 14,296 shares abstained from voting on the proposal. There were five broker non-votes on the proposal.

3. *Approval of Amendment to Certificate of Incorporation to Change Director Removal Standard.* The stockholders approved an amendment to the Certificate of Incorporation that enables the removal of directors with or without cause rather than removal of directors only for cause. 89,862,345 shares voted for the proposal; 30,351 shares voted against the proposal; and 21,055 shares abstained from voting on the proposal. There were no broker non-votes on the proposal.

4. *Ratification of the Appointment by the Audit Committee of the Board of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2014.* The stockholders ratified the appointment by the audit committee of the Board of Directors of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the current fiscal year. 89,165,961 shares voted for the proposal; 733,041 shares voted against the proposal; and 14,750 shares abstained from voting on the proposal. There were no broker non-votes on the proposal.

5. *Advisory Vote on Executive Compensation.* The stockholders approved, on an advisory, non-binding basis, the compensation paid to the named executive officers of the Company, as disclosed in the proxy statement relating to the Annual Meeting. 89,497,303 shares voted for the proposal; 222,468 shares voted against the proposal; and 193,980 shares abstained from voting on the proposal. There were no broker non-votes on the proposal.

## Item 8.01 Other Events.

On May 8, 2014, the Company filed with the Secretary of State of the State of Delaware the amendment to the Certificate of Incorporation that is filed as Exhibit 3.1 to this current report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Amendment to Amended and Restated Certificate of Incorporation of LPL Financial Holdings Inc., effective May 8, 2014.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LPL FINANCIAL HOLDINGS INC.

By: /s/ David P. Bergers

David P. Bergers

General Counsel

Dated: May 8, 2014

**CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
LPL FINANCIAL HOLDINGS INC.**

LPL Financial Holdings Inc., a Delaware corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 25, 2005 under the name BD Investment Holdings Inc., amended and restated on November 23, 2010 under the name LPL Investment Holdings Inc., and amended on June 15, 2012 by a Certificate of Ownership and Merger following which the name of the Corporation became LPL Financial Holdings Inc.
2. The Board of Directors of the Corporation, acting at a meeting, pursuant to Section 242 of the General Corporation Law of the State of Delaware duly adopted a resolution setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and calling for such amendment to be submitted to the stockholders of the Corporation for their approval.
3. The proposed amendment has been authorized by the stockholders of the Corporation at a meeting duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware.
4. The Amended and Restated Certificate of Incorporation is hereby amended by deleting Article V and replacing it with the following:

**ARTICLE V - BOARD OF DIRECTORS**

(a) Number of Directors; Vacancies and Newly Created Directorships. The number of directors constituting the Board of Directors shall be not fewer than 3 and not more than 15, each of whom shall be a natural person. Subject to the previous sentence and to the special rights of the holders of any series of Preferred Stock to elect directors, the precise number of directors shall be fixed exclusively pursuant to a resolution adopted by the Board of Directors, provided, however, that until the first date (the "Trigger Date") on which TPG Partners IV, L.P. and its successors and Affiliates (collectively, "TPG") and Hellman & Friedman Capital Partners V, L.P., Hellman & Friedman Capital Partners V (Parallel), L.P. and Hellman & Friedman Capital Associates V, L.P. and their respective successors and Affiliates (collectively the "H&F Entities") and, together with TPG, the "Sponsor Holders") cease collectively to beneficially own (directly or indirectly) forty percent (40%) or more of the outstanding shares of Common Stock, the number of directors shall not be increased to more than nine without, in addition to any other vote otherwise required by law, the affirmative vote or written consent of sixty percent (60%) of the outstanding shares of Common Stock. "Affiliate" means, with respect to any Person, any other Person that controls, is controlled by, or is under common control with such Person; the term "control," as used in this definition, means the power to direct or cause the direction of the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and "controlled" and "controlling" have meanings correlative to the foregoing. "Person" means an individual, any general partnership, limited partnership, limited liability company, corporation, trust, business trust, joint stock company, joint venture, unincorporated association, cooperative or association or any other legal entity or organization of whatever nature, and shall include any successor (by merger or otherwise) of such entity. For the purpose of this Amended and Restated Certificate of Incorporation "beneficial ownership" shall be determined in accordance with Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Vacancies and newly-created directorships shall be filled by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any vacancy created by the removal of a director by the

stockholders shall only be filled, in addition to any other vote otherwise required by law, by vote of a majority of the outstanding shares of Common Stock. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(b) Removal. Subject to the special rights of the holders of any series of Preferred Stock to elect directors, the directors of the Corporation may be removed only by the affirmative vote of sixty-six and two-thirds percent (66 <sup>2/3</sup>%) of the voting power of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by Gregory M. Woods, this 8th day of May, 2014.

**LPL FINANCIAL HOLDINGS  
INC.**

By: /s/ Gregory M. Woods

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Gregory M. Woods

Secretary