

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 | |
|--|-----------|
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|---|--|--|
| 1. Name and Address of Reporting Person* <u>TPG Group Holdings (SBS) Advisors, Inc.</u> (Last) (First) (Middle) <u>C/O TPG GLOBAL, LLC</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH TX 76102</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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/05/2013</u> | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.001 per share | 11/05/2013 | | S ⁽¹⁾ | | 119,148 | D | \$40.717 ⁽²⁾ | 17,156,426 | I | See Explanation of Responses ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ |
| Common Stock, par value \$0.001 per share | 11/06/2013 | | S ⁽¹⁾ | | 81,502 | D | \$40.6099 ⁽³⁾ | 17,074,924 | I | See Explanation of Responses ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ |
| Common Stock, par value \$0.001 per share | 11/07/2013 | | S ⁽¹⁾ | | 79,029 | D | \$39.7829 ⁽⁴⁾ | 16,995,895 | I | See Explanation of Responses ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾ |

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 | | | | | |

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)

1. Name and Address of Reporting Person*
BONDERMAN DAVID
 (Last) (First) (Middle)
C/O TPG GLOBAL, LLC
301 COMMERCE STREET, SUITE 3300
 (Street)
FORT WORTH TX 76102
 (City) (State) (Zip)

| | | |
|---|--------------------|-----------------------|
| (City) | (State) | (Zip) |
| 1. Name and Address of Reporting Person* | | |
| COULTER JAMES G | | |
| (Last) | (First) | (Middle) |
| C/O TPG GLOBAL, LLC | | |
| 301 COMMERCE STREET, SUITE 3300 | | |
| (Street) | | |
| FORT WORTH | TX | 76102 |
| (City) | (State) | (Zip) |

Explanation of Responses:

- On each of November 5, November 6 and November 7, TPG Holdings I, L.P. ("Holdings I") sold shares of Common Stock (each a "Share") of LPL Financial Holdings Inc. (the "Issuer") pursuant to Rule 144 under the Securities Act of 1933, as amended.
- 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 \$40.51 to \$40.90 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.
- 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 \$40.44 to \$40.93 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.
- 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 \$39.41 to \$40.74 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.
- 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 59,000 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 TPG Partners IV, L.P. ("Partners IV" and, together with Holdings I, the "TPG Shareholders"), which holds 16,710,185 Shares.
- Excluding the Shares held by the TPG Shareholders, Mr. Bonderman holds directly or indirectly 208,401 Shares and Mr. Coulter holds directly or indirectly 18,309 Shares.
- 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.
- 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:

(9) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (10) Ronald Cami is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated July 1, 2013, which were previously filed with the Commission.

[Ronald Cami, Vice President,
TPG Group Holdings \(SBS\) Advisors, Inc. \(9\)](#) [11/07/2013](#)
[Ronald Cami on behalf of
David Bonderman \(9\)\(10\)](#) [11/07/2013](#)
[Ronald Cami on behalf of
James G. Coulter \(9\)\(10\)](#) [11/07/2013](#)

** 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 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.

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.