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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K/A**

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**CURRENT REPORT**

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

**April 27, 2011**

**Date of report (date of earliest event reported)**

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**LPL Investment 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 No.)

**One Beacon Street**  
**Boston MA 02108**  
(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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## Explanatory Note

In connection with the April 26, 2011 offering by certain selling stockholders of LPL Investment Holdings Inc. (the "Company") of 6,212,724 shares of the Company's common stock made pursuant the Company's registration statement filed with the Securities and Exchange Commission that became effective on April 25, 2011 (Registration No. 333-173703), the Company filed an opinion of Ropes & Gray LLP, counsel to the Company, dated April 26, 2011, as Exhibit 5.1 to its Current Report on Form 8-K filed April 27, 2011. The Company is filing this Amendment No. 1 to the Current Report on Form 8-K dated April 27, 2011 solely for the purpose of filing a revised opinion of Ropes & Gray LLP.

### Item 9.01. Financial Statements and Exhibits.

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Ropes & Gray LLP.

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 INVESTMENT HOLDINGS INC.

By: /s/ Stephanie L. Brown

Name: Stephanie L. Brown

Title: Secretary

Dated: January 24 , 2012

April 26, 2011

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

Re: Registration Statement on Form S-3 filed on April 25, 2011 (Registration No. 333-173703)

Ladies and Gentlemen:

This opinion is furnished to you in connection with the above-referenced registration statement (the "Registration Statement") and the base prospectus dated April 25, 2011 (the "Base Prospectus") and prospectus supplement dated April 26, 2011 (together with the Base Prospectus, the "Prospectus") filed with the Securities and Exchange Commission by LPL Investment Holdings Inc., a Delaware corporation (the "Company"), pursuant to Rule 424 promulgated under the Securities Act of 1933, as amended (the "Act"). The Prospectus relates to the offering (the "Offering") of up to 6,212,714 shares (the "Shares") of common stock, par value \$0.001 per share (the "Common Stock"), of the Company by certain stockholders of the Company, which Shares are covered by the Registration Statement.

We have acted as counsel for the Company in connection with the Offering. 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 reported cases interpreting those laws.

Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized, 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 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 Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP