

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Hellman Marco</u>			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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2016</u>			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			
C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 22ND FLOOR			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
BOSTON	MA		02109						

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	12/14/2016		A ⁽¹⁾ (2)(3)(4)		3,468	A	\$0	3,468	D	
Common Stock	12/14/2016		A ⁽¹⁾ (2)(3)(5)		1,734	A	\$0	5,202	D	
Common Stock								2,779,941	I	See Footnote ⁽⁶⁾

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	Title	Amount or Number of Shares				

Explanation of Responses:

- Mr. Hellman is the Managing Member of HMI Capital, LLC ("HMI LLC"), which is the general partner and investment adviser of HMI Capital Partners, L.P. and Merckx Capital Partners, L.P. (collectively the "Funds"). These securities are held directly by HMI LLC for the benefit of the Funds and, in turn, for the benefit of investors in the Funds. The securities may be deemed to be indirectly beneficially owned by Mr. Hellman as the managing member of HMI LLC. Mr. Hellman disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein (see Note 3 below).
- Mr. Hellman is a member of the Issuer's board of directors. These shares were granted to Mr. Hellman under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan pursuant to the Issuer's Non-Employee Director Compensation Policy. Mr. Hellman assigned these shares to HMI LLC. The proceeds of any disposition of these shares will be applied against management fees payable pursuant to the partnership agreement of the applicable fund. HMI LLC and the Funds are directors by deputization of the Issuer.
- A three member investment committee of HMI LLC has investment discretion over these shares. Mr. Hellman is the managing member of HMI LLC and is also a member of the investment committee. Mr. Hellman disclaims beneficial ownership of the shares beneficially owned by the Funds and HMI LLC (including the shares of restricted stock referred to in note 4 below), except to the extent of his pecuniary interest therein, if any.
- These shares represent restricted stock that is scheduled to vest in full on May 11, 2017.
- Mr. Hellman elected to receive these shares in lieu of the cash portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy.
- These securities are held directly by the Funds for the benefit of their investors. The securities may be deemed to be indirectly beneficially owned by HMI LLC as the investment adviser and general partner of the Funds and by Mr. Hellman as the control person of HMI LLC. Mr. Hellman disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

Remarks:

The signatory is signing on behalf of Marco W. Hellman pursuant to a Power of Attorney dated May 4, 2016, which is filed as Exhibit 24.1 to this filing.

/s/ Gregory M. Woods, attorney-in-fact

12/16/2016

** 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.

SECTION 16 POWER OF ATTORNEY

I hereby constitute and appoint each of David P. Bergers and Gregory M. Woods, signing singly, my true and lawful attorney-in-fact to:

- (1) execute on my behalf any Form 3 - Initial Statement of Beneficial Ownership of Securities, Form 4 - Statement of Changes in Beneficial Ownership of Securities or
- (2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any Section 16 Report and timely file such report
- (3) seek or obtain, as my representative and on my behalf, information on transactions in the Company's securities from any third party, including brokers, employee
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be to my benefit, in my best in

I hereby grant to each attorney-in-fact hereunder full power and authority to do and perform any and every act and thing whatsoever necessary or desirable to be done

I acknowledge that this Power of Attorney does not relieve me of my responsibilities to comply with Section 16 of the Act and the attorneys-in-fact, in serving in su

This Power of Attorney shall remain in full force and effect until I am no longer required to file Section 16 Reports with respect to my holdings of and transactions

IN WITNESS WHEREOF, I have caused this Power of Attorney to be executed as of this 4th day of May, 2016.

By: /s/ Marco W. Hellman