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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

**November 13, 2012**  
**Date of report (date of earliest event reported)**

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**LPL Financial Holdings Inc.**

(Exact name of registrant as specified in its charter)

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**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)

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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 8.01. Other Events.**

LPL Financial Holdings Inc. (the “Company”) has been advised that Hellman & Friedman Capital Partners V, L.P., Hellman & Friedman Capital Partners V (Parallel), L.P. and Hellman & Friedman Capital Associates V, L.P. (collectively, the “H&F Funds”) will distribute an aggregate of 8,088,055 shares of the Company’s common stock previously owned by them to their respective limited partners. Following the distribution, the H&F Funds will continue to hold an aggregate of 18,872,128 shares of the Company’s common stock.

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/ STEPHANIE L. BROWN

Name: Stephanie L. Brown

Title: Secretary

Dated: November 13, 2012