

# LPL FINANCIAL HOLDINGS INC.

Reported by  
**ARNOLD DAN H.**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/13/17

Address 75 STATE STREET  
22ND FLOOR  
BOSTON, MA 02109  
Telephone 617 423 3644  
CIK 0001397911  
Symbol LPLA  
SIC Code 6200 - Security & Commodity Brokers, Dealers, Exchanges & Services  
Industry Investment Banking & Brokerage Services  
Sector Financials  
Fiscal Year 12/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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Form 5 obligations may  
continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Arnold Dan H.</b>			<b>LPL Financial Holdings Inc. [ LPLA ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>President &amp; CEO</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR</b>			<b>3/13/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>BOSTON, MA 02109</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/14/2017		S		2302	D	\$39.03	230111.94	D	
Common Stock	3/14/2017		S		4004	D	\$39.13 (1)	226107.94	D	
Common Stock	3/14/2017		S		9122	D	\$39.17 (2)	216985.94 (3)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				
Option to purchase Common Stock	\$39.48	3/13/2017		A		123131	(4)	3/13/2027	Common Stock	123131.0	\$0	123131	D	

### Explanation of Responses:

- ( The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$39.01 to \$39.23, inclusive. The reporting person
- undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (1) to this Form 4.
  - The price reported in Column 4 is a weighted average price. These shares were sold at prices ranging from \$39.01 to \$39.32, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial Holdings Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote (2) to this Form 4.
  - Consists of (i) 165,853.94 shares of Common Stock; (ii) 1,206 restricted stock units that vest on March 6, 2018; (iii) 8,006 restricted stock units that vest ratably on February 25, 2018 and February 25, 2019; (iv) 3,111 restricted stock units that vest in full on February 25, 2019; and (v) 38,809 restricted stock units that vest ratably on each of February 13, 2020, February 13, 2021 and February 13, 2022.
  - This option becomes exercisable in three equal installments on each of March 13, 2018, March 13, 2019 and March 13, 2020.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Arnold Dan H.</b> <b>C/O LPL FINANCIAL HOLDINGS INC.</b> <b>75 STATE STREET, 22ND FLOOR</b>	<b>X</b>		<b>President &amp; CEO</b>	

BOSTON, MA 02109

**Signatures**

/s/ Dan H. Arnold

3/15/2017

—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.

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