

LPL FINANCIAL HOLDINGS INC.

FORM 8-K (Current report filing)

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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

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

FORM 8-K

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

September 7, 2017
Date of report (date of earliest event reported)

LPL Financial 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 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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company
 - If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.
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Item 7.01 Regulation FD Disclosure.

On September 7, 2017, LPL Financial Holdings Inc. issued a press release announcing the pricing of add-on senior unsecured notes being issued by its wholly owned subsidiary, LPL Holdings, Inc. (“LPL Holdings”). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

Item 8.01 Other Events.

On September 7, 2017, LPL Holdings and certain of its subsidiaries entered into a purchase agreement with the representatives of the initial purchasers named therein, relating to the senior notes offering. Pursuant to the purchase agreement, LPL Holdings will issue and sell \$400 million aggregate principal amount of senior unsecured notes due 2025 bearing interest at a rate of 5.750% at an issuance price of 103.0% of their aggregate principal amount plus accrued interest from September 15, 2017. The notes will be issued as an add-on to the \$500 million aggregate principal amount of 5.750% senior notes due 2025 that were issued by LPL Holdings on March 10, 2017. The add-on notes will carry a yield to worst of 5.115%. The consummation of the notes offering is subject to customary conditions.

LPL Holdings intends to use the net proceeds from the offering of the notes for general corporate purposes, including to pay down \$200 million of its term loan B, to fund a contingent payment (if any such amount becomes payable) and other costs in connection with the previously announced acquisition of certain assets and rights from National Planning Holdings, Inc. and its four broker-dealer subsidiaries, and to pay fees and expenses related to the offering of the notes. After giving effect to the intended pay down of a portion of its term loan B, LPL Holdings’ aggregate indebtedness as of June 30, 2017 would have increased by \$200 million to approximately \$2,400 million.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release dated September 7, 2017 \(“LPL Financial Announces Pricing of Add-On Senior Unsecured Note Offering”\)](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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/ Matthew J. Audette
Name: Matthew J. Audette
Title: Chief Financial Officer

Dated: September 7, 2017



For Immediate Release

Investor Relations—Chris Koegel, (617) 897-4574

Media Relations—Jeff Mochal, (704) 733-3589

LPL FINANCIAL ANNOUNCES PRICING OF ADD-ON SENIOR UNSECURED NOTE OFFERING

SAN DIEGO – September 7, 2017 – LPL Financial Holdings Inc. (NASDAQ: LPLA) today announced the pricing of its previously announced offering (the “Offering”) of \$400 million aggregate principal amount of Senior Unsecured Notes (the “notes”) to be issued by its wholly owned subsidiary, LPL Holdings, Inc. (“LPL Holdings”). The notes will be issued as an add-on to LPL Holdings’ existing 5.750% Senior Unsecured Notes due 2025. The notes issued in the Offering will be governed by the same indenture, and will have the same terms, as the existing senior notes. LPL Holdings intends to use \$200 million in proceeds from the Offering to pay down its existing senior secured credit facilities. The remaining proceeds will be used for general corporate purposes, including to fund a contingent payment in connection with the previously-announced acquisition of assets from National Planning Holdings, Inc. (if any such amount becomes payable) and other costs related to the acquisition and offering-related fees and expenses.

The notes will bear interest at a rate of 5.750% to be paid semi-annually in arrears on March 15 and September 15 of each year through maturity on September 15, 2025. The notes were priced at 103.0% of the aggregate principal amount plus accrued interest from September 15, 2017, for approximately \$412 million of gross proceeds. The notes will carry a yield to worst of 5.115%. The issuance of the notes is expected to occur on September 21, 2017, subject to customary closing conditions.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the notes. The notes have not been, and will not be, registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933. The notes are being offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933 and outside the United States only to non-U.S. investors pursuant to Regulation S.

Forward-Looking Statements

Statements in this press release regarding LPL Holdings’ plans to issue notes, including the anticipated use of the proceeds therefrom, as well as any other statements that are not related to present facts or current conditions or that are not purely historical, constitute forward-looking statements. These forward-looking statements are based on LPL Holdings’ historical performance and its plans, estimates, and expectations as of September 7, 2017. The words “plans”, “intends”, and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements are not guarantees that the future results, plans, intentions, or expectations expressed or implied will be achieved. Matters subject to forward-looking statements involve known and unknown risks and uncertainties, including economic, legislative, regulatory, competitive, and other factors, which may cause actual results, or the timing of events, to be materially different than those expressed or implied by forward-looking statements. Important factors that could cause or contribute to such differences include satisfaction of closing conditions related to the proposed offering of the notes. LPL Financial Holdings Inc. (together with its subsidiaries, the “Company”) can give no assurances that the notes will be issued. Forward-looking statements in this press release should be evaluated together with the risks and uncertainties that affect the Company’s business, including the risk factors set forth in Part I, “Item 1A. Risk Factors” in the Company’s 2016 Annual Report on Form 10-K, as may be amended or updated in the Company’s Quarterly Reports on Form 10-Q or subsequent filings with the SEC. Except as required by law, the Company specifically disclaims any obligation to update any forward-looking statements as a result of developments occurring after the date of this press release, even if its

estimates change, and you should not rely on statements contained herein as representing the Company's views as of any date subsequent to the date of this press release.

About LPL Financial

LPL Financial LLC, a wholly owned subsidiary of LPL Financial Holdings Inc. (NASDAQ: LPLA), is a leader in the retail financial advice market and served approximately \$550 billion in brokerage and advisory assets as of July 31, 2017. LPL is one of the fastest growing RIA custodians and the nation's largest independent broker/dealer (based on total revenues, Financial Planning magazine June 1996-2017), and the firm and its financial advisors were ranked No. 1 in net customer loyalty in a 2016 Cogent Reports™ study. The Company provides proprietary technology, comprehensive clearing and compliance services, practice management programs and training, and independent research to more than 14,000 financial advisors and over 700 financial institutions, enabling them to provide a range of financial services including wealth management, retirement planning, financial planning and other investment services to help their clients turn life's aspirations into financial realities. As of June 30, 2017, financial advisors associated with LPL served more than 4 million client accounts across the U.S. as well as an estimated 46,000 retirement plans with an estimated \$138 billion in retirement plan assets. Additionally, LPL supports approximately 3,700 financial advisors licensed and affiliated with insurance companies with customized clearing, advisory platforms, and technology solutions. LPL Financial and its affiliates have more than 3,400 employees with primary offices in Boston, Charlotte, and San Diego. For more information, visit www.lpl.com.

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