

# LPL FINANCIAL HOLDINGS INC.

Reported by  
**CALDER TRACY**

## **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  
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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).

## 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>Calder Tracy</b>   |  |  | <b>LPL Financial Holdings Inc. [ LPLA ]</b>       |  |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Managing Director</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<br><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                    | 3/13/2017      |                                   | M                         |   | 9561  | A          | \$19.85       | 34165   | D  |   |
| Common Stock                    | 3/13/2017      |                                   | S                         |   | 6465  | D          | \$39.3066 (1) | 27700   | D  |   |
| Common Stock                    | 3/13/2017      |                                   | A                         |   | 2412 (2)  | A          | \$0           | 30112 (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 | Title   | Amount or Number of Shares |  |  |  |  |
| Option to purchase Common Stock          | \$19.85  | 3/13/2017      |                                   | M                         |   | 9561   |     | (4)                                     | 2/25/2026       | Common Stock  | 9561.0                     | \$0  | 19120  | D  |  |
| Option to purchase Common Stock          | \$39.48  | 3/13/2017      |                                   | A                         |   | 8443   |     | (5)                                     | 3/13/2027       | Common Stock  | 8443.0                     | \$0  | 8443   | D  |  |

### Explanation of Responses:

- ( The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.15 to \$39.535, inclusive. The reporting person undertakes to provide to 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 range set forth in footnotes to this Form 4.
- ( These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of March 13, 2018, March 13, 2019 and March 13, 2020. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.
- ( Consists of (i) 3,864 shares of Common Stock; (ii) 21,494 restricted stock units that vest ratably on each February 25, 2018 and February 25, 2019; (iii) 2,342 restricted stock units that vest ratably on each February 25, 2018 and February 25, 2019; and (iv) the restricted stock units reported on this Form 4.
- ( This option became exercisable 9,561 shares on February 25, 2017, which was the first anniversary of the grant date. The remaining shares become exercisable ratably on each of February 25, 2018 and February 25, 2019.
- ( This option becomes exercisable in three equal annual installments on each of March 13, 2018, March 13, 2019 and March 13, 2020.

### Remarks:

The signatory is signing on behalf of Tracy Calder pursuant to a Power of Attorney dated January 26, 2016.

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                          |       |
|--|---------------|-----------|--------------------------|-------|
|  | Director      | 10% Owner | Officer                  | Other |
| <b>Calder Tracy</b><br><b>C/O LPL FINANCIAL HOLDINGS INC.</b><br><b>75 STATE STREET, 22ND FLOOR</b><br><b>BOSTON, MA 02109</b> |               |           | <b>Managing Director</b> |       |

**Signatures**/s/ Gregory M. Woods, attorney-in-fact3/15/2017

--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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