

LPL Investment Holdings Inc.
 Form 4
 May 08, 2012

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hellman & Friedman LLC

2. Issuer Name and Ticker or Trading Symbol
 LPL Investment Holdings Inc.
 [LPLA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/07/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

ONE MARITIME PLAZA, 12TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.001 per share	05/07/2012		S		6,374,200	D	\$ 33.3788 (1)	23,708,919	I	See Notes (2) (5) (7) (8)
Common Stock, par value \$0.001 per share	05/07/2012		S		872,175	D	\$ 33.3788 (1)	3,244,065	I	See Notes (3) (6) (7) (8)
	05/07/2012		S		3,625	D		13,480	I	

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Common Stock, par value \$0.001 per share	\$ 33.3788 <u>(1)</u>	See Notes ⁽⁴⁾ <u>(7)</u> <u>(8)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hellman & Friedman LLC ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
Hellman & Friedman Investors V, L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
HELLMAN & FRIEDMAN CAPITAL V LP ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
Hellman & Friedman Capital Partners V (Parallel), L.P. ONE MARITIME PLAZA, 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
	X	X		

Hellman & Friedman Capital Associates V, L.P.
 ONE MARITIME PLAZA, 12TH FLOOR
 SAN FRANCISCO, CA 94111

Signatures

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC	05/08/2012
__Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Capital Associates V, L.P.	05/08/2012
__Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P.	05/08/2012
__Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of Hellman & Friedman Capital Partners V, L.P.	05/08/2012
__Signature of Reporting Person	Date
/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of Hellman & Friedman Capital Partners V (Parallel), L.P.	05/08/2012
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) This amount represents the \$34.50 secondary public offering price per share of the Common Stock of the Issuer less the underwriting discount of \$1.12125 per share.
- (2) This Common Stock is held by Hellman & Friedman Capital Partners V, L.P. ("HFCP V").
- (3) This Common Stock is held by Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel").
- (4) This Common Stock is held by Hellman & Friedman Capital Associates V, L.P. ("Associates V").
- (5) Includes 5,525 shares of Common Stock of the Issuer held by Allen R. Thorpe and Jeffrey A. Goldstein for the benefit of HFCP V. The proceeds of any disposition of these shares held by Mr. Thorpe and Mr. Goldstein will be applied against management fees payable pursuant to the applicable partnership agreement. Each of Mr. Thorpe and Mr. Goldstein disclaim beneficial ownership of these shares.
- (6) Includes 755 shares of Common Stock of the Issuer held by Mr. Thorpe and Mr. Goldstein for the benefit of HFCP V Parallel. The proceeds of any disposition of these shares held by Mr. Thorpe and Mr. Goldstein will be applied against management fees payable pursuant to the applicable partnership agreement. Each of Mr. Thorpe and Mr. Goldstein disclaim beneficial ownership of these shares.
- (7) Hellman & Friedman Investors V, L.P. ("Investors V") is the sole general partner of each of HFCP V and HFCP V Parallel. Hellman & Friedman LLC ("H&F LLC" and, together with HFCP V, HFCP V Parallel, Associates V and Investors V, the "H&F Entities") is the sole general partner of each of Investors V and Associates V. As the sole general partner of HFCP V and HFCP V Parallel, Investors V may be deemed to beneficially own shares of Common Stock of the Issuer beneficially owned by HFCP V and HFCP V Parallel. As sole general partner of Investors V and Associates V, H&F LLC may be deemed to beneficially own shares of Common Stock of the Issuer beneficially owned by Investors V and Associates V. Following the reported transactions, Investors V may be deemed to beneficially own 26,952,984 shares of Common Stock of the Issuer and H&F LLC may be deemed to beneficially own 26,966,464 shares of Common Stock of the Issuer.
- (8) A four member investment committee of H&F LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of, shares of common stock that are beneficially owned by the H&F Entities. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by the H&F Entities, except to the extent of such member's

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pecuniary interest therein, if any.

Remarks:

Pursuant to Rule 16a-1(a)(4) of the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing s

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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