

LPL Financial Holdings Inc.  
Form 4  
June 15, 2016

**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, 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 \*  
Gooley Thomas

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/13/2016

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
MD, Svc, Trading & Operations

BOSTON, MA 02109

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 06/13/2016                           |  | A                              | V Amount (D) Price<br>2,928 (1) A \$ 0                            | 18,387 (2)  | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

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| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to purchase Common Stock            | \$ 24.38   | 06/13/2016                           |  | A                              | 23,907  | (3) 06/13/2026   | Common Stock  | 23,907                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Gooley Thomas<br>C/O LPL FINANCIAL HOLDINGS INC.,<br>75 STATE STREET, 22ND FLOOR<br>BOSTON, MA 02109 |               |           | MD, Svc, Trading & Operations |       |

## Signatures

/s/ David P. Bergers, attorney-in-fact 06/15/2016

\*\*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) 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 June 13, 2017, June 13, 2018 and June 13, 2019. Vested shares will be issued to the reporting person as soon as practicable after the applicable vesting date.
  - (2) Consists of (i) 6,858 restricted stock units that vest ratably on each of August 6, 2016, August 6, 2017 and August 6, 2018; (ii) 5,490 restricted stock units that vest ratably on each of February 25, 2017, February 25, 2018 and February 25, 2019; (iii) 3,111 restricted stock units that vest in full on February 25, 2019; and (iv) the restricted stock units reported on this Form 4.
  - (3) This option becomes exercisable in three equal annual installments on each of June 13, 2017, June 13, 2018 and June 13, 2019.

### Remarks:

The signatory is filing on behalf of Thomas Gooley pursuant to a Power of Attorney dated June 25, 2015, which was previously filed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.