

LPL Financial Holdings Inc.
Form SC 13G/A
February 13, 2014

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

LPL Financial Holdings Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

50212V100

(CUSIP Number)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

.. Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 50212V100

1. Name of Reporting Person

Hellman & Friedman LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Shared Voting Power

Number of shares

beneficially owned

0

by each reporting

7. Sole Dispositive Power

person with:

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. 0.0%
Type of Reporting Person (See Instructions)

OO

CUSIP No. 50212V100

1. Name of Reporting Person

Hellman & Friedman Investors V, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Shared Voting Power

Number of shares

beneficially owned

0

by each reporting

7. Sole Dispositive Power

person with:

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. 0.0%
Type of Reporting Person (See Instructions)

PN

3

CUSIP No. 50212V100

1. Name of Reporting Person

Hellman & Friedman Capital Partners V, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Shared Voting Power

Number of shares

beneficially owned

0

by each reporting

7. Sole Dispositive Power

person with:

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. 0.0%
Type of Reporting Person (See Instructions)

PN

CUSIP No. 50212V100

1. Name of Reporting Person

Hellman & Friedman Capital Partners V (Parallel), L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Shared Voting Power

Number of shares

beneficially owned

0

by each reporting

7. Sole Dispositive Power

person with:

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. 0.0%
Type of Reporting Person (See Instructions)

PN

CUSIP No. 50212V100

1. Name of Reporting Person

Hellman & Friedman Capital Associates V, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

0

6. Shared Voting Power

Number of shares

beneficially owned

0

by each reporting

7. Sole Dispositive Power

person with:

0

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. 0.0%
Type of Reporting Person (See Instructions)

PN

CUSIP No. 50212V100

1. Name of Reporting Person

Hellman & Friedman LP

2. Check the Appropriate Box if a Member of a Group

(a) (b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

1,513

6. Shared Voting Power

Number of shares

beneficially owned 0

by each reporting 7. Sole Dispositive Power

person with:

1,513

8. Shared Dispositive Power

9. 0
Aggregate Amount Beneficially Owned by Each Reporting Person

10. 0
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

12. 0.0%
Type of Reporting Person (See Instructions)

PN

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STATEMENT ON SCHEDULE 13G

Pursuant to Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended (the Act), each of the persons listed below under Item 2 (each a Reporting Person, and collectively the Reporting Persons), have agreed to file one statement with respect to their ownership of common stock, par value \$0.001 per share (Common Stock), of LPL Financial Holdings Inc. (the Issuer).

Item 1.

(a) Name of Issuer:
LPL Financial Holdings Inc.

(b) Address of Issuer's Principal Executive Offices:
One Beacon Street, Floor 22

Boston, Massachusetts 02108

Item 2.

(a) Name of Person Filing:
Hellman & Friedman LLC

Hellman & Friedman Investors V, L.P.

Hellman & Friedman Capital Partners V, L.P.

Hellman & Friedman Capital Partners V (Parallel), L.P.

Hellman & Friedman Capital Associates V, L.P.

Hellman & Friedman LP

(b) Address of Principal Business Office, or, if None, Residence:
The principal business office for all persons filing:

c/o Hellman & Friedman LLC

One Maritime Plaza, 12th Floor

San Francisco, CA 94111

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Common stock, \$0.001 par value per share.

(e) CUSIP Number:
50212V100

Item 3.

Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:
See Item 9 of each cover page.

(b) Percent of class: See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

See Item 5 of each cover page.

(ii) Shared power to vote or to direct the vote

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of

See Item 7 of each cover page.

(iv) Shared power to dispose or to direct the disposition of

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Hellman & Friedman Capital Partners V, L.P. (HFCP V), Hellman & Friedman Capital Partners V (Parallel), L.P. (HFCP V Parallel) and Hellman & Friedman Capital Associates V, L.P. (Associates V and, together with HFCP V and HFCP V Parallel, the H&F Funds) are parties to a Stockholders Agreement, dated as of November 23, 2010, among the Issuer, the H&F Funds, TPG Partners IV, L.P. and certain other stockholders named therein (the New Stockholders Agreement).

Under the New Stockholders Agreement, the H&F Funds right to nominate directors to be included in the slate of nominees recommended by the board of directors of the Issuer and agreement to vote their respective shares has expired.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

Not applicable.

SIGNATURES

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated February 12, 2014

HELLMAN & FRIEDMAN LLC

By: /s/ Allen R. Thorpe
Name: Allen R. Thorpe
Title: Managing Director

**HELLMAN & FRIEDMAN INVESTORS
V, L.P.**

By: HELLMAN & FRIEDMAN LLC,
its general partner

By: /s/ Allen R. Thorpe
Name: Allen R. Thorpe
Title: Managing Director

**HELLMAN & FRIEDMAN CAPITAL
PARTNERS V, L.P.**

By: HELLMAN & FRIEDMAN
INVESTORS V, L.P.,
its general partner

By: HELLMAN & FRIEDMAN LLC,
its general partner

By: /s/ Allen R. Thorpe
Name: Allen R. Thorpe
Title: Managing Director

**HELLMAN & FRIEDMAN CAPITAL
PARTNERS V (PARALLEL), L.P.**

By: HELLMAN & FRIEDMAN
INVESTORS V, L.P.,
its general partner

By: HELLMAN & FRIEDMAN LLC,
its general partner

By: /s/ Allen R. Thorpe
Name: Allen R. Thorpe
Title: Managing Director

**HELLMAN & FRIEDMAN CAPITAL
ASSOCIATES V, L.P.**

By: HELLMAN & FRIEDMAN LLC,
its general partner

By: /s/ Allen R. Thorpe
Name: Allen R. Thorpe
Title: Managing Director

HELLMAN & FRIEDMAN LP

By: HELLMAN & FRIEDMAN GP LLC,
its general partner

By: /s/ Allen R. Thorpe
Name: Allen R. Thorpe
Title: Managing Director