

LPL Financial Holdings Inc.
 Form 3
 March 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Handelsman Sharyn</p> <p>(Last) (First) (Middle)</p> <p>C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 24TH FLOOR</p> <p>(Street)</p> <p>BOSTON, MA 02109</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/11/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LPL Financial Holdings Inc. [LPLA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) MD, Chief Compliance Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 6,478 ⁽¹⁾ | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|---------------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Option to purchase Common Stock | Â (2) | 11/17/2020 | Common Stock | 10,100 | \$ 30 | D | Â |
| Option to purchase Common Stock | Â (3) | 12/22/2020 | Common Stock | 10,000 | \$ 34.61 | D | Â |
| Option to purchase Common Stock | Â (4) | 02/09/2022 | Common Stock | 12,491 | \$ 32.26 | D | Â |
| Option to purchase Common Stock | Â (5) | 02/22/2023 | Common Stock | 10,050 | \$ 31.6 | D | Â |
| Option to purchase Common Stock | Â (6) | 02/24/2024 | Common Stock | 5,130 | \$ 54.81 | D | Â |
| Option to purchase Common Stock | Â (7) | 03/06/2025 | Common Stock | 7,144 | \$ 45.55 | D | Â |
| Option to purchase Common Stock | 03/06/2018 ⁽⁸⁾ | 03/06/2025 | Common Stock | 2,857 | \$ 45.55 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Handelsman Sharyn C/O LPL FINANCIAL HOLDINGS INC. 75 STATE STREET, 24TH FLOOR BOSTON, MA 02109 | Â | Â | Â MD, Chief Compliance Officer | Â |

Signatures

/s/ Sharyn J
Handelsman 03/19/2015

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Consists of (i) 2,127 shares of Common Stock; (ii) 1,266 restricted stock units that vest ratably on February 22, 2016 and February 22, 2017; (iii) 864 restricted stock units that vest ratably on February 24, 2016 and February 24, 2017; (iv) 1,587 restricted stock units that vest ratably on March 6, 2016, March 6, 2017 and March 6, 2018; and (v) 634 restricted stock units that vest in full on March 6, 2018.
- (2) This option is currently exercisable as to 5,050 shares. The remaining award will become vested and exercisable on November 17, 2015.
 - (3) This option is currently exercisable as to 8,000 shares. The remaining award will become vested and exercisable on December 22, 2015.
 - (4) This option is currently exercisable as to 7,495 shares. The remaining award will vest ratably on February 9, 2016 and February 9, 2017.
 - (5) This option is currently exercisable as to 5,025 shares. The remaining award will vest ratably on February 22, 2016 and February 22, 2017.

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- (6) This option is currently exercisable as to 1,710 shares. The remaining award will vest ratably on February 24, 2016 and February 24, 2017.
- (7) This option is not currently exercisable as to any shares. The remaining award will vest ratably on March 6, 2016, March 6, 2017 and March 6, 2018.
- (8) This option will become exercisable in full on March 6, 2018.

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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