

RIEPE JAMES S  
Form 4  
December 14, 2018

**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 \*  
**RIEPE JAMES S**  
  
(Last) (First) (Middle)  
  
**C/O LPL FINANCIAL HOLDINGS INC., 75 STATE STREET, 22ND FLOOR**  
  
(Street)  
  
**BOSTON, MA 02109**  
  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/12/2018**

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

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
				Code V Amount (A) or (D) Price			
Common Stock	12/12/2018		M	4,500 A \$ 18.04	87,442	D	
Common Stock	12/12/2018		M	4,500 A \$ 19.74	91,942	D	
Common Stock	12/12/2018		M	4,500 A \$ 23.02	96,442	D	
Common Stock	12/12/2018		S	4,517 D \$ 60.69	91,925	D	
				(1)	35,971	I	

Common  
Stock

By Stone  
Barn LLC

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)

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. Amount or Number of Shares
Option to purchase Common Stock	\$ 18.04	12/12/2018		M	4,500	<sup>(2)</sup> 02/12/2019	Common Stock	4,500
Option to purchase Common Stock	\$ 19.74	12/12/2018		M	4,500	<sup>(3)</sup> 06/02/2019	Common Stock	4,500
Option to purchase Common Stock	\$ 23.02	12/12/2018		M	4,500	<sup>(4)</sup> 11/16/2019	Common Stock	4,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

RIEPE JAMES S  
C/O LPL FINANCIAL HOLDINGS INC.  
75 STATE STREET, 22ND FLOOR  
BOSTON, MA 02109

X

## Signatures

/s/ Gregory M. Woods,  
attorney-in-fact

12/14/2018

\_\_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).  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$60.62 to \$60.75, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of 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 ranges set forth in this footnote (1) to this Form 4.
- (1) This option became exercisable in three equal installments, beginning on February 12, 2010, which was the first anniversary of the date on which it was granted. The option became fully vested on February 12, 2012.
- (2) This option became exercisable in three equal installments, beginning on June 2, 2010, which was the first anniversary of the date on which it was granted. The option became fully vested on June 2, 2012.
- (3) This option became exercisable in three equal installments, beginning on November 16, 2010, which was the first anniversary of the date on which it was granted. The option became fully vested on November 16, 2012.
- (4) This option became exercisable in three equal installments, beginning on November 16, 2010, which was the first anniversary of the date on which it was granted. The option became fully vested on November 16, 2012.

### Remarks:

The signatory is signing on behalf of James S. Riepe pursuant to a Power of Attorney dated March 10, 2014.

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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