

LPL Financial Holdings Inc.

Form 4

December 16, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DINH VIET D**

(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)  
**12/14/2016**

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. 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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/01/2016		G <sup>(1)</sup>	V	4,844	D	\$ 0	2,948 <sup>(2)</sup>	D
Common Stock	11/01/2016		G <sup>(1)</sup>	V	4,844	A	\$ 0	4,844	I
Common Stock	11/03/2016		J <sup>(3)</sup>	V	4,844	D	\$ 0	0	I

Held by  
reporting  
person's  
spouse.

Held by  
reporting  
person's  
spouse.

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Common Stock	11/03/2016	J <sup>(3)</sup>	V	4,844	A	\$ 0	4,844	I	Held through GRAT
Common Stock	12/14/2016	A		3,468 <sup>(4)</sup>	A	\$ 0	6,416	D	
Common Stock	12/14/2016	A		1,734 <sup>(5)</sup>	A	\$ 0	8,150	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

DINH VIET D  
C/O LPL FINANCIAL HOLDINGS INC.  
75 STATE STREET, 22ND FLOOR  
BOSTON, MA 02109

X

## Signatures

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

12/16/2016

\_\_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) Represents a gift transfer to the reporting person's spouse.

(2) Includes 60.974042 shares acquired under the Issuer's Dividend Reinvestment Plan.

Following the gift transfer described in footnote 1 above, these shares were contributed to the Jennifer A. Dinh 2016 Grantor Retained Annuity Trust. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.

(4) Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan. Each stock unit represents the right to receive one share of common stock and is scheduled to vest in full on May 11, 2017. These stock units are subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan pursuant to which the reporting person elected to defer receipt of the equity portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy.

(5) Represents stock units granted under the Issuer's Amended and Restated 2010 Omnibus Equity Incentive Plan. Each stock unit represents the right to receive one share of common stock and is fully vested. These stock units are subject to a written deferral election under the Issuer's Non-Employee Director Deferred Compensation Plan pursuant to which the reporting person elected to defer receipt of the cash portion of the annual retainer under the Issuer's Non-Employee Director Compensation Policy.

### Remarks:

The signatory is signing on behalf of Viet D. Dinh pursuant to a Power of Attorney dated August 31, 2015, which was previously

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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