

RIEPE JAMES S

Form 4

December 14, 2018

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)
				(A) or (D)			
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 (1)	91,925	D
						35,971	I

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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	<u>(2)</u> 02/12/2019	Common Stock	4,500
Option to purchase Common Stock	\$ 19.74	12/12/2018		M	4,500	<u>(3)</u> 06/02/2019	Common Stock	4,500
Option to purchase Common Stock	\$ 23.02	12/12/2018		M	4,500	<u>(4)</u> 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).

- (1) 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.
- (2) 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.
- (3) 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.
- (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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