

LPL Financial Holdings Inc.
Form SC 13G/A
February 11, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

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, 2012

(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)

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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

Number of

shares 18,881,979
6. Shared Voting Power

beneficially

owned by 0
each 7. Sole Dispositive Power

reporting

person 18,881,979
8. Shared Dispositive Power

with:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

18,881,979

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

See Item 4 and Item 8

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

17.8%*
12. Type of Reporting Person (See Instructions)

OO

* The calculation of the foregoing percentage is based on 106,291,941 shares of common stock, par value \$0.001 per share (Common Stock), of LPL Financial Holdings Inc. (the Issuer) outstanding as of December 31, 2012, as indicated by the Issuer.

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

Number of

shares 18,862,693
6. Shared Voting Power

beneficially

owned by 0
each 7. Sole Dispositive Power

reporting

person 18,862,693
8. Shared Dispositive Power

with:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

18,862,693

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

See Item 4 and Item 8

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

17.7%*
12. Type of Reporting Person (See Instructions)

PN

* The calculation of the foregoing percentage is based on 106,291,941 shares of Common Stock outstanding as of December 31, 2012, as indicated by the Issuer.

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

Number of

shares 16,592,376
6. Shared Voting Power

beneficially

owned by 0
each 7. Sole Dispositive Power

reporting

person 16,592,376
8. Shared Dispositive Power

with:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

16,592,376

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

See Item 4 and Item 8

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

15.6%*
12. Type of Reporting Person (See Instructions)

PN

* The calculation of the foregoing percentage is based on 106,291,941 shares of Common Stock outstanding as of December 31, 2012, as indicated by the Issuer.

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

Number of

shares 2,270,317
6. Shared Voting Power

beneficially

owned by 0
each 7. Sole Dispositive Power

reporting

person 2,270,317
8. Shared Dispositive Power

with:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

2,270,317

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

See Item 4 and Item 8

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

2.1%*
12. Type of Reporting Person (See Instructions)

PN

* The calculation of the foregoing percentage is based on 106,291,941 shares of Common Stock outstanding as of December 31, 2012, as indicated by the Issuer.

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

Number of

shares 9,436

6. Shared Voting Power

beneficially

owned by

0

each

7. Sole Dispositive Power

reporting

person

9,436

8. Shared Dispositive Power

with:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,436

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

See Item 4 and Item 8

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

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

PN

* The calculation of the foregoing percentage is based on 106,291,941 shares of Common Stock outstanding as of December 31, 2012, as indicated by the Issuer.

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

Number of

shares 9,850

6. Shared Voting Power

beneficially

owned by

0

each

7. Sole Dispositive Power

reporting

person

9,850

8. Shared Dispositive Power

with:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

9,850

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

See Item 4 and Item 8

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

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

PN

* The calculation of the foregoing percentage is based on 106,291,941 shares of Common Stock outstanding as of December 31, 2012, as indicated by the Issuer.

STATEMENT ON SCHEDULE 13G

Pursuant to Rule 13d-1(d) 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:

Pursuant to Rule 13d-3 under the Act: As of December 31, 2012, (i) Hellman & Friedman Capital Partners V, L.P. (HFCP V) may be deemed to beneficially own 16,592,376 shares of Common Stock, representing approximately 15.6% of the Common Stock outstanding as of December 31, 2012; (ii) Hellman & Friedman Capital Partners V (Parallel), L.P. (HFCP V Parallel) may be deemed to beneficially own 2,270,317 shares of Common Stock, representing approximately 2.1% of the Common Stock outstanding as of December 31, 2012; (iii) Hellman & Friedman Capital Associates V, L.P. (Associates V and, together with HFCP V and HFCP V Parallel, the H&F Funds) may be deemed to beneficially own 9,436 shares of Common Stock, representing approximately 0.0% of the Common Stock outstanding as of December 31, 2012; (iv) in its capacity as the sole general partner of HFCP V and HFCP V Parallel, Hellman & Friedman Investors V, L.P. (Investors V) may be deemed to beneficially own an aggregate of 18,862,693 shares of Common Stock, representing approximately 17.7% of the Common Stock outstanding as of December 31, 2012; (v) Hellman & Friedman LP (H&F LP) may be deemed to beneficially own 9,850 shares of Common Stock, representing approximately 0.0% of the Common Stock outstanding as of December 31, 2012; and (vi) in its capacity as the sole general partner of Investors V, Associates V and H&F LP, Hellman & Friedman LLC (H&F LLC and, together with the H&F Funds, Investors V and H&F LP, the H&F Entities) may be deemed to beneficially own an aggregate of 18,881,979 shares of Common Stock, representing approximately 17.8% of the Common Stock outstanding as of December 31, 2012.

The four member investment committee of H&F LLC has power to vote or to direct the vote of, and to dispose or to direct the disposition of, the securities that are beneficially owned by the H&F Entities. The members of the investment committee of H&F LLC are Brian M. Powers, Philip U. Hammarskjold, Patrick J. Healy and David R. Tunnell. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported securities beneficially owned by the H&F Entities.

On January 1, 2013, H&F LLC withdrew as general partner of H&F LP and Hellman & Friedman GP LLC was designated as the general partner of H&F LP.

(b) Percent of class: See Item 11 of each cover page, which is based upon Item 9 of each cover page. See also Item 4(a) above.

(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.

Not applicable.

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.

The H&F Funds are parties to a Stockholders Agreement, dated as of December 28, 2005, by and among the Issuer, the H&F Funds, TPG Partners IV, L.P. (TPG) and certain other stockholders named therein (as amended on June 1, 2008 and November 23, 2010, the Stockholders Agreement). As a result of the Issuer's Registration Statement becoming effective as of November 17, 2010, certain corporate governance provisions of the Stockholders Agreement have lapsed. In addition, pursuant to November 23, 2010 amendment to the Stockholders Agreement, certain provisions, including drag-along rights, were terminated.

The H&F Funds are parties to a Stockholders Agreement, dated as of November 23, 2010, among the Issuer, the H&F Funds, TPG and certain other stockholders named therein (the New Stockholders Agreement).

The New Stockholders Agreement provides the H&F Funds and TPG the right to (i) each designate two directors to the initial board of directors of the Issuer and (ii) each nominate two directors to be included in the slate of nominees recommended by the board of directors of the Issuer for election as directors at each applicable annual or special meeting of shareholders at which directors are to be elected so long as it owns 30% or more of the outstanding Common Stock and one director so long as it owns 10% or more of the Common Stock. The New Stockholders Agreement requires that the H&F Funds and TPG each vote their respective shares of Common Stock in favor of such nominees. The New Stockholders Agreement also provides each of the H&F Funds and TPG with certain registration rights.

Given the terms of the New Stockholders Agreement and based on information received from TPG, the Reporting Persons together with TPG and their affiliates may be deemed to constitute a group that, as of December 31, 2012, collectively beneficially owns 45,842,164 shares of Common Stock, or approximately 43.1% of the Issuer's outstanding Common Stock as of December 31, 2012, for purposes of Section 13(d)(3) of the Act. Each Reporting Person disclaims membership in any such group and disclaims beneficial ownership of the securities reported other than the amounts reported on such Reporting Person's cover page included herein.

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 11, 2013

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

EXHIBITS

**Exhibit
Number**

Title

1 Joint Filing Agreement among 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. and Hellman & Friedman LP, as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.