

LPL Investment Holdings Inc.

Form 4

February 18, 2011

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 *
Hellman & Friedman LLC

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2011

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

ONE MARITIME PLAZA, 12TH
FLOOR

(Street)

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

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

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	02/16/2011		A	2,661.8 (1)	A \$ 0 30,080,256.5	I	See Notes (2) (4) (5)
Common Stock, par value \$0.001 per share	02/16/2011		A	364.2 (1)	A \$ 0 4,115,849.5	I	See Notes (3) (4) (5)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Hellman & Friedman LLC ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
Hellman & Friedman Investors V, L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
HELLMAN & FRIEDMAN CAPITAL V LP ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		
Hellman & Friedman Capital Partners V (Parallel), L.P. ONE MARITIME PLAZA 12TH FLOOR SAN FRANCISCO, CA 94111	X	X		

Signatures

/s/ Philip U. Hammar skjold as Managing Director of Hellman & Friedman LLC	02/18/2011
__Signature of Reporting Person	Date
/s/ Philip U. Hammar skjold as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P.	02/18/2011
__Signature of Reporting Person	Date
/s/ Philip U. Hammar skjold as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of Hellman & Friedman Capital Partners V, L.P	02/18/2011
__Signature of Reporting Person	Date
/s/ Philip U. Hammar skjold as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P., as General Partner of Hellman & Friedman Capital Partners V (Parallel), L.P.	02/18/2011
__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) These shares represent restricted stock granted under the Issuer's 2010 Omnibus Equity Incentive Plan. This restricted stock shall be fully vested on the second anniversary of the transaction date.
- (2) This Common Stock is held, in equal amounts, by Allen R. Thorpe and Erik D. Ragatz, for the benefit of Hellman & Friedman Capital Partners V, L.P.
- (3) This Common Stock is held, in equal amounts, by Mr. Thorpe and Mr. Ragatz, for the benefit of Hellman & Friedman Capital Partners V (Parallel), L.P.
- (4) This Common Stock is held by Mr. Thorpe and Mr. Ragatz for the benefit of Hellman & Friedman Capital Partners V, L.P. and Hellman & Friedman Capital Partners V (Parallel), L.P. (collectively, the "HF Entities"). Hellman & Friedman Investors V, L.P. is the sole general partner of each of the H&F Entities. Hellman & Friedman LLC, in turn, is the sole general partner of Hellman & Friedman Investors V, L.P.
- (5) A four member investment committee of Hellman & Friedman LLC has investment discretion over such shares beneficially owned by the HF Entities. Mr. Thorpe and Mr. Ragatz are managing directors of Hellman & Friedman LLC, but are not members of the investment committee. Each member of the investment committee of Hellman & Friedman LLC disclaims beneficial ownership of the reported shares beneficially owned by the HF Entities, except to the extent of such member's respective pecuniary interest therein, if any.

Remarks:

Pursuant to Rule 16a-1(a)(4), of the Securities Exchange Act of 1934, as amended, the Reporting Person states that this filing is not be an admission that the Reporting Person is the beneficial owner of any of the securities reported herein, and the Reporting Person disclaims beneficial ownership of such securities except to the extent of the Reporting Person's pecuniary interest therein.

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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