

Calder Tracy  
Form 4  
February 26, 2019

**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 \*  
Calder Tracy

(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)  
02/23/2019

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)  
Managing Director

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/23/2019                           |  | F                              |   | 191   | D  | \$ 77.04  |
| Common Stock                    | 02/25/2019                           |  | F                              |   | 422   | D  | \$ 77.53  |
| Common Stock                    | 02/25/2019                           |  | A                              |   | 1,566<br>(1)  | A  | \$ 0  |
| Common Stock                    | 02/26/2019                           |  | S                              |   | 10,747  | D  | \$ 77.34<br>(2)                                       |
|                                 |                                      |  |                                |   |   |  | 10,462 (3)  |

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

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(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            | \$ 77.53   | 02/25/2019                           |  | A                              | 4,700   | <sup>(4)</sup> 02/25/2029                                | Common Stock  | 4,700                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Calder Tracy<br>C/O LPL FINANCIAL HOLDINGS INC.<br>75 STATE STREET, 22ND FLOOR<br>BOSTON, MA 02109 |               |           | Managing Director |       |

## Signatures

/s/ Gregory M. Woods,  
attorney-in-fact  
\*\*Signature of Reporting Person

02/26/2019  
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).
- These shares represent restricted stock units. Each restricted stock unit represents a contingent right to receive one share of common stock on the applicable vesting date. These restricted stock units will vest ratably on each of February 25, 2020, February 25, 2021 and February 25, 2022. Vested shares will be issued to the reporting person as soon as practicable after the vesting date.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.85 to \$77.76, inclusive. The reporting person undertakes to provide to LPL Financial Holdings Inc., any security holder of LPL Financial

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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 (2) to this Form 4.

- Consists of (i) 6,246 shares of Common Stock; (ii) 1,608 restricted stock units that vest ratably on each of March 13, 2019 and March 13, 2020; (iii) 1,042 restricted stock units that vest ratably on each of February 23, 2020 and February 23, 2021; and (iv) the restricted stock units reported on this Form 4.
- (4) This option becomes exercisable in three equal annual installments on each of February 25, 2020, February 25, 2021 and February 25, 2022.

### **Remarks:**

The signatory is signing on behalf of Tracy Calder pursuant to a Power of Attorney dated January 26, 2016.

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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