

LPL Investment Holdings Inc.  
 Form 4  
 February 13, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 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)  
 ONE MARITIME PLAZA, 12TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/09/2012

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

SAN FRANCISCO, CA 94111

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

(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 (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) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock, par value \$0.001 per share | 02/09/2012                           |  | J <sup>(1)</sup>               | 2,727 A \$ 0  | 30,083,119  | I  | See Notes (2) (4) (5)             |
| Common Stock, par value \$0.001 per share | 02/09/2012                           |  | J <sup>(1)</sup>               | 373 A \$ 0  | 4,116,240   | 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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(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 Owned Following Reporting 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 |
| Hellman & Friedman LLC<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111                                 | X             | X         |         |       |
| Hellman & Friedman Investors V, L.P.<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111                   | X             | X         |         |       |
| HELLMAN & FRIEDMAN CAPITAL V LP<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111                        | X             | X         |         |       |
| Hellman & Friedman Capital Partners V (Parallel), L.P.<br>ONE MARITIME PLAZA, 12TH FLOOR<br>SAN FRANCISCO, CA 94111 | X             |           |         |       |

**Signatures**

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC

02/13/2012

        \*\*Signature of Reporting Person

Date

/s/ Allen R. Thorpe as Managing Director of Hellman & Friedman LLC, as General Partner of Hellman & Friedman Investors V, L.P.

02/13/2012

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\_\_Signature of Reporting Person

Date

/s/ Allen R. Thorpe 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.

02/13/2012

\_\_Signature of Reporting Person

Date

/s/ Allen R. Thorpe 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.

02/13/2012

\_\_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 to Allen R. Thorpe and Jeffrey A. Goldstein. This restricted stock will be fully vested on the second anniversary of the transaction date. This restricted stock is being held for the benefit of Hellman & Friedman Capital Partners V, L.P. ("HFCP V") and Hellman & Friedman Capital Partners V (Parallel), L.P. ("HFCP V Parallel" and, together with HFCP V, the "H&F Funds"). The proceeds of any disposition of these securities will be applied against management fees payable pursuant to the applicable partnership agreement.

(2) This Common Stock is held, in equal amounts, by Mr. Thorpe and Mr. Goldstein, for the benefit of HFCP V.

(3) This Common Stock is held, in equal amounts, by Mr. Thorpe and Mr. Goldstein, for the benefit of HFCP V Parallel.

(4) This Common Stock is held by Mr. Thorpe and Mr. Goldstein for the benefit of the H&F Funds. Hellman & Friedman Investors V, L.P. ("Investors V") is the sole general partner of each of the H&F Funds. Hellman & Friedman LLC ("H&F LLC" and, together with Investors V and the H&F Funds, the "H&F Entities") is the sole general partner of Investors V. Following the reported transactions, Investors V may be deemed to beneficially own 34,199,359 shares of Common Stock of the Issuer and H&F LLC may be deemed to beneficially own 34,216,464 shares of Common Stock of the Issuer.

(5) A four member investment committee of H&F LLC has investment discretion over such shares beneficially owned by the H&F Entities. Mr. Thorpe and Mr. Goldstein are managing directors of H&F LLC, but are not members of the investment committee. Each member of the investment committee of H&F LLC disclaims beneficial ownership of the reported shares beneficially owned by the H&F 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 s

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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