

LPL Financial Holdings Inc.
Form SC 13G/A
February 13, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

LPL Financial Holdings Inc.

(Name of Issuer)

Common Stock, \$0.001 Par Value Per Share

(Title of Class of Securities)

50212V100

(CUSIP Number)

December 31, 2016

(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)
- 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 the disclosures provided in a prior cover page.

The information required in 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).

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NAME OF REPORTING PERSON

1

TPG Group Holdings
(SBS) Advisors, Inc.
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a) o

(b) o

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

Delaware

NUMBER 5

SOLE VOTING
POWER

OF

- 0 -

SHARES 6

SHARED
VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,074,476

SOLE
DISPOSITIVE
POWER

OWNED BY EACH REPORTING PERSON

7

EACH

- 0 -

REPORTING PERSON

8

SHARED
DISPOSITIVE
POWER

3,074,476

WITH:

AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

9

3,074,476

CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 9

10

11

3.4% (1)
TYPE OF REPORTING
PERSON

12

CO

(1) The calculation assumes that there is a total of 89,352,628 shares of Common Stock (as defined herein) of the Issuer (as defined herein) outstanding as of February 6, 2017, as reported on the Issuer's Registration Statement on Form S-3 filed with the Securities and Exchange Commission (the "Commission") on February 10, 2017.

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NAME OF REPORTING PERSON

1

David Bonderman
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a) o

(b) o

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

United States

SOLE VOTING
POWER

NUMBER 5
OF

- 0 -
SHARED

SHARES 6

VOTING POWER

BENEFICIALLY 3,282,877

SOLE
DISPOSITIVE
POWER

OWNED
BY 7

POWER

EACH

- 0 -

REPORTING
PERSON 8

SHARED
DISPOSITIVE
POWER

WITH:

3,282,877

9 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

3,282,877

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 3.7% (2)
TYPE OF REPORTING
PERSON

IN

(2) The calculation assumes that there is a total of 89,352,628 shares of Common Stock outstanding as of February 6, 2017, as reported on the Issuer's Registration Statement on Form S-3 filed with the Commission on February 10, 2017.

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NAME OF REPORTING PERSON

1

James G. Coulter
CHECK THE
APPROPRIATE BOX IF
A MEMBER OF A
GROUP

2

(a)

(b)

3

SEC USE ONLY
CITIZENSHIP OR
PLACE OF

4

ORGANIZATION

United States

SOLE VOTING
POWER

NUMBER 5
OF

- 0 -

SHARES 6

SHARED
VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

3,092,785

SOLE

OWNED
BY 7

DISPOSITIVE
POWER

EACH

- 0 -

REPORTING
PERSON 8

SHARED
DISPOSITIVE
POWER

WITH:

3,092,785

9 AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

3,092,785

10 CHECK BOX IF THE
AGGREGATE AMOUNT
IN ROW (9) EXCLUDES
CERTAIN SHARES
PERCENT OF CLASS
11 REPRESENTED BY
AMOUNT IN ROW 9

12 3.5% (3)
TYPE OF REPORTING
PERSON

IN

(3) The calculation assumes that there is a total of 89,352,628 shares of Common Stock outstanding as of February 6, 2017, as reported on the Issuer's Registration Statement on Form S-3 filed with the Commission on February 10, 2017.

Item 1(a). Name of Issuer:

LPL Financial Holdings
Inc. (the "Issuer").

Item 1(b). Address of
Issuer's Principal Executive
Offices:

75 State Street

Boston, MA 02108

Item 2 (a). Name of
Person
Filing:

This
Amendment
No.6 to
Schedule
13G (as
amended, the
"Schedule
13G") is
being filed
jointly by
TPG Group
Holdings
(SBS)
Advisors,
Inc., a
Delaware
corporation
("Group
Advisors"),
David
Bonderman
and James G.
Coulter
(each a
"Reporting
Person" and,
together, the
"Reporting
Persons"),

pursuant to
an
Agreement
of Joint
Filing
incorporated
by reference
herein in
accordance
with Rule
13d-1(k)(1)
under the
Act.

Group
Advisors is
the sole
member of
TPG Group
Holdings
(SBS)
Advisors,
LLC, a
Delaware
limited
liability
company,
which is the
general
partner of
TPG Group
Holdings
(SBS), L.P.,
a Delaware
limited
partnership,
which is the
sole member
of TPG
Holdings
I-A, LLC, a
Delaware
limited
liability
company,
which is the
general
partner of
TPG

Holdings I,
L.P., a
Delaware
limited
partnership,
which is the
sole member
of TPG
GenPar IV
Advisors,
LLC, a
Delaware
limited
liability
company,
which is the
general
partner of
TPG GenPar
IV, L.P., a
Delaware
limited
partnership,
which is the
general
partner of
TPG
Partners IV,
L.P., a
Delaware
limited
partnership
(“Partners
IV”), which
directly
holds
3,074,476
shares of
Common
Stock of the
Issuer (the
“TPG Shares”).
Because of
Group
Advisor’s
relationship
to Partners
IV, Group
Advisors
may be
deemed to

beneficially
own the TPG
Shares.

David
Bonderman
and James G.
Coulter are
sole
shareholders
of Group
Advisors,
and therefore
may be
deemed to
beneficially
own the TPG
Shares.

Messrs.
Bonderman
and Coulter
disclaim
beneficial
ownership of
the TPG
Shares
except to the
extent of
their
pecuniary
interest
therein.

Excluding
the TPG
Shares, Mr.
Bonderman
holds
directly or
indirectly
208,401
shares of
Common
Stock of the
Issuer, and
Mr. Coulter
holds

directly or
indirectly
18,309
shares of
Common
Stock of the
Issuer.
Address of
Principal
Business
Office or, if
none,
Residence:

The address
of the
principal
business
office of the
Reporting
Persons is as
follows:

Item 2

(b).

c/o TPG
Global, LLC

301
Commerce
St., Suite
3300

Fort Worth,
TX 76102
Citizenship:
See

Item 2

(c).

responses to
Item 4 on
each cover
page.

Title of Class
of Securities:

Common

Item 2

(d).

Stock, par
value \$0.001
per share
(“Common
Stock”).

(e).

Item 2 CUSIP
Number:
50212V100

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Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

(k)

If filing as a non-U.S. institution in accordance with

§ 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

(a) AMOUNT BENEFICIALLY OWNED:

See responses to Item 9 on each cover page.

(b) PERCENT OF CLASS:

See responses to Item 11 on each cover page.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(i) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 5 on each cover page.

(ii) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

See responses to Item 6 on each cover page.

(iii) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 7 on each cover page.

(iv) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

See responses to Item 8 on each cover page.

**Item 5.
Ownership of
Five Percent
or Less of a
Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x

**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 or
Control
Person**

See response
to Item 2(a)
hereto.

**Item 8.
Identification
and
Classification
of Members
of the Group**
Not
Applicable.

**Item 9.
Notice of
Dissolution of
Group**
Not
Applicable.

Item 10. Certifications
Not Applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017

TPG Group Holdings (SBS) Advisors, Inc.

By: /s/ Michael LaGatta

Name: Michael LaGatta

Title: Vice President

David Bonderman

By: /s/ Clive Bode

Name: Clive Bode, on behalf of David Bonderman (4)

James G. Coulter

By: /s/ Clive Bode

Name: Clive Bode, on behalf of James G. Coulter (5)

(4) Clive Bode is signing on behalf of Mr. Bonderman pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Bonderman on June 22, 2015 (SEC File No. 005-87680).

(5) Clive Bode is signing on behalf of Mr. Coulter pursuant to an authorization and designation letter dated June 19, 2015, which was previously filed with the Commission as an exhibit to an amendment to Schedule 13D filed by Mr. Coulter on June 22, 2015 (SEC File No. 005-87680).

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Exhibit Index

Exhibit 1 Agreement of Joint Filing as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934.*

* Incorporated herein by reference to the Agreement of Joint Filing by TPG Advisors II, Inc., TPG Advisors III, Inc., TPG Advisors V, Inc., TPG Advisors VI, Inc., T3 Advisors, Inc., T3 Advisors II, Inc., TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter, dated as of February 14, 2011, which was previously filed with the Commission as Exhibit 1 to Schedule 13G filed by TPG Group Holdings (SBS) Advisors, Inc., David Bonderman and James G. Coulter on February 14, 2011.

