

LPL Investment Holdings Inc.

Form 4

February 13, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hellman & Friedman LLC

(Last) (First) (Middle)

ONE MARITIME PLAZA, 12TH
FLOOR

(Street)

SAN FRANCISCO, CA 94111

(City) (State) (Zip)

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

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

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)

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)
Common Stock, par value \$0.001 per share	02/02/2012		J ⁽¹⁾	2,797 D \$ 0	30,080,392	I	See Notes (2) (4) (5)
Common Stock, par value \$0.001 per share	02/02/2012		J ⁽¹⁾	383 D \$ 0	4,115,867	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

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 Erik D. Ragatz, which were forfeited upon Mr. Ragatz's resignation as a director of the Issuer on February 2, 2012. This restricted stock was 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").
 - (2) This Common Stock was held by Mr. Ragatz for the benefit of HFCP V.
 - (3) This Common Stock was held by Mr. Ragatz for the benefit of HFCP V Parallel.

This Common Stock was held by Mr. Ragatz 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 transaction, Investors V may be deemed to beneficially own 34,196,259 shares of Common Stock of the Issuer and H&F LLC may be deemed to beneficially own 34,213,364 shares of Common Stock of the Issuer.
 - (4) A four member investment committee of H&F LLC has investment discretion over such shares beneficially owned by the H&F Entities. Mr. Ragatz is a managing director of H&F LLC, but is not a member 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.
 - (5)

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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