

Edgar Filing: LPL Financial Holdings Inc. - Form SC 13G/A

LPL Financial Holdings Inc.  
Form SC 13G/A  
February 12, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 2) \*

LPL Financial Holdings Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

50212V100

-----  
(CUSIP Number)

December 31, 2014

-----  
(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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1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

FPR Partners, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) ☐  
(b) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware, United States

5. SOLE VOTING POWER

8,142,862

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

6. SHARED VOTING POWER

0

7. SOLE DISPOSITIVE POWER

8,142,862

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,142,862

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions) ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.2% (1)

12. TYPE OF REPORTING PERSON (See Instructions)

IA

(1) Based upon shares outstanding as of October 27, 2014 as reported by the

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Issuer on its September 30, 2014 Form 10-Q

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### Item 1. Issuer

#### (a) Name of Issuer:

-----  
LPL Financial Holdings Inc.

#### (b) Address of Issuer's Principal Executive Offices:

-----  
75 State Street  
Boston, MA 02109

### Item 2. Identity And Background

#### (a) Name of Person Filing:

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FPR Partners, LLC

#### (b) Address of Principal Business Office or, if none, Residence:

-----  
199 Fremont Street, Suite 2500  
San Francisco, CA 94105-2261

#### (c) Citizenship:

-----  
Delaware

#### (d) Title of Class of Securities:

-----  
Common Stock

#### (e) 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:  
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- (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 associations 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 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership  
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- (a) Amount beneficially owned: 8,142,862
- (b) Percent of class: 8.2% (1)
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: 8,142,862
  - (ii) Shared power to vote or to direct the vote: 0

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(iii) Sole power to dispose or to direct the disposition of: 8,142,862

(iv) Shared power to dispose or to direct the disposition of: 0

(1) Based upon shares outstanding as of October 27, 2014 as reported by the Issuer on its September 30, 2014 Form 10-Q

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Item 5. Ownership Of Five Percent Or Less Of a Class  
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Not Applicable.

Item 6. Ownership Of More Than Five Percent On Behalf Of Another Person  
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Not Applicable.

Item 7. Identification And Classification Of The Subsidiary Which Acquired The  
-----  
Security Being Reported On By The Parent Holding Company  
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Not Applicable.

Item 8. Identification And Classification Of Members Of The Group  
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Not Applicable.

Item 9. Notice Of Dissolution Of Group  
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Not Applicable.

Item 10. Certification  
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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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

Dated: February 12, 2015

FPR Partners, LLC

/s/ Siu Chiang  
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Name: Siu Chiang

Title: Chief Financial Officer