

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

LPL Investment Holdings Inc.

CIK: **1397911** | IRS No.: **203717839** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-34963** | Film No.: **12792010**
SIC: **6200** Security & commodity brokers, dealers, exchanges & services

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

April 30, 2012

Date of report (date of earliest event reported)

LPL Investment Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdictions of
incorporation or organization)

001-34963
(Commission
File Number)

20-3717839
(I.R.S. Employer
Identification No.)

**One Beacon Street
Boston MA 02108**

(Address of principal executive offices) (Zip Code)

(617) 423-3644

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On April 30, 2012, LPL Investment Holdings Inc. (the "Company") issued a press release announcing the commencement of an offering by certain selling stockholders of shares of its common stock, par value \$0.001 per share, pursuant to an automatic shelf registration statement on Form S-3 filed with the Securities and Exchange Commission. A copy of the Company's press release containing this announcement is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

Exhibit

<u>No.</u>	<u>Description</u>
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm.
99.1	Press Release dated April 30, 2012.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LPL INVESTMENT HOLDINGS INC.

By: /s/ Robert J. Moore

Name: Robert J. Moore

Title: Chief Financial Officer

Dated: April 30, 2012

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statements (Nos. 333-172866, 333-151437) on Form S-8 and Registration Statement (No. 333-173703) on Form S-3 of our reports dated February 27, 2012, relating to the financial statements of LPL Investment Holdings Inc. and subsidiaries, and the effectiveness of LPL Investment Holdings Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of LPL Investment Holdings Inc. for the year ended December 31, 2011.

/s/ Deloitte & Touche LLP

Costa Mesa, California

April 30, 2012



For Immediate Release

**LPL INVESTMENT HOLDINGS INC. ANNOUNCES
SECONDARY OFFERING BY PRINCIPAL STOCKHOLDERS**

Boston, MA - April 30, 2012 - LPL Investment Holdings Inc. (NASDAQ: LPLA) (the “Company”), parent company of LPL Financial LLC (“LPL Financial”), today announced the commencement of a secondary offering of 14,500,000 shares of its common stock by investment funds associated with Hellman & Friedman LLC and TPG Capital, L.P. (the “Selling Stockholders”). The underwriters have a 30-day option to purchase up to an additional 1,450,000 shares from the Selling Stockholders. The Company itself is not selling any shares in this offering.

Morgan Stanley, BofA Merrill Lynch, Goldman, Sachs & Co. and J.P. Morgan Securities LLC are acting as joint book-running managers for the offering.

The shares will be offered pursuant to an effective shelf registration statement on Form S-3 previously filed with the Securities and Exchange Commission. The Company has also filed with the Securities and Exchange Commission a preliminary prospectus with respect to this offering. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

The offering will be made only by means of a prospectus. Copies of the preliminary prospectus relating to this offering may be obtained from:

Morgan Stanley, Attn: Prospectus Department, 180 Varick Street, 2nd Floor, New York, NY 10014, telephone: 1-866-718-1649 or email prospectus@morganstanley.com; BofA Merrill Lynch, 4 World Financial Center, New York, NY 10080, Attn: Prospectus Department or email dg.prospectus_requests@baml.com; Goldman, Sachs & Co., Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing prospectus-ny@ny.email.gs.com; or J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 1-866-803-9204.

About LPL Financial

LPL Financial, a wholly owned subsidiary of LPL Investment Holdings Inc. (NASDAQ: LPLA), is an independent broker-dealer. LPL Financial offers proprietary technology, comprehensive clearing and compliance services, practice management programs and training, and independent research to more than 12,900 financial advisors and approximately 680 financial institutions. In addition, LPL Financial supports over 4,400 financial advisors licensed with insurance companies by providing customized clearing, advisory platforms and technology solutions. LPL Financial and its affiliates have over 2,700 employees with headquarters in Boston, Charlotte, and San Diego.

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