

LPL Financial Holdings Inc.  
Form 8-K  
March 03, 2017

**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**

**March 3, 2017**

**Date of report (date of earliest event reported)**

**LPL Financial 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 Nos.)**

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**75 State Street**

**Boston MA 02109**

**(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))

**Item 7.01 Regulation FD Disclosure.**

On March 3, 2017, LPL Financial Holdings Inc. issued a press release announcing the pricing of senior notes being issued by its wholly owned subsidiary, LPL Holdings, Inc. ( LPL Holdings ). A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 8.01 Other Events.**

On March 3, 2017, LPL Holdings and certain of its subsidiaries entered into a purchase agreement with the representatives of the initial purchasers named therein, relating to the senior notes offering. Pursuant to the purchase agreement, LPL Holdings will issue and sell \$500 million in aggregate principal amount of senior notes due 2025 bearing interest at a rate of 5.750%. The consummation of the notes offering is subject to customary conditions.

The notes offering is being conducted as part of a leverage-neutral refinancing of LPL Holdings' capital structure. LPL Holdings intends to use the net proceeds from the offering of the notes, together with a new term B loan and cash from its balance sheet, to repay LPL Holdings' existing senior secured credit facilities and to pay accrued interest and related fees and expenses.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated March 3, 2017 ( LPL Financial Announces Pricing of Offering of Senior Notes )

SIGNATURE

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

LPL FINANCIAL HOLDINGS INC.

By: /s/ Matthew J. Audette

Name: Matthew J. Audette

Title: Chief Financial Officer

Dated: March 3, 2017