

LPL Investment Holdings Inc.

Form 8-A12B

November 12, 2010

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-A  
For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act of 1934**

**LPL Investment Holdings Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

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

**One Beacon Street, Floor 22**  
**Boston, MA**  
(Address of principal executive offices)

**02108**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of each class  
to be so registered**

**Name of each exchange on which  
each class is to be registered**

**Common Stock, \$0.001 par value per share**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☐

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐

Securities Act registration statement file number to which this form relates (if applicable): **333-167325**  
Securities to be registered pursuant to Section 12(g) of the Act: **None**

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Item 1. Description of Registrant's Securities to be Registered

Item 2. Exhibits

Signature

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**Item 1. Description of Registrant's Securities to be Registered.**

The class of capital stock to be registered is the registrant's Common Stock, \$0.001 par value per share (or the registrant's Common Stock). For a description of the Common Stock, reference is made to the information set forth under the heading "Description of Capital Stock" in the prospectus included in the registrant's Registration Statement on Form S-1 (File No. 333-167325), originally filed with the Securities and Exchange Commission on June 4, 2010, as amended by any amendments to such Registration Statement and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions relating to Form 8-A exhibits, no exhibits are required to be filed because no other securities of the registrant are being registered with The NASDAQ Stock Market LLC, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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**Signature**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: November 12, 2010

LPL Investment Holdings Inc.

By: /s/ Stephanie L. Brown  
Stephanie L. Brown  
Secretary and Vice President