

LPL Investment Holdings Inc.
Form S-1MEF
November 17, 2010

As filed with the Securities and Exchange Commission on November 17, 2010

Registration No. 333-

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

Form S-1

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

LPL Investment Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

6200

*(Primary Standard Industrial
Classification Code Number)*

20-3717839

*(I.R.S. Employer
Identification No.)*

One Beacon Street, Boston, MA 02108

(617) 423-3644

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Mark S. Casady

Stephanie L. Brown

LPL Investment Holdings Inc.

One Beacon Street, Boston, MA 02108

(617) 423-3644

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Julie H. Jones, Esq.
Keith F. Higgins, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199
Telephone (617) 951-7000
Fax (617) 951-7050**

**William F. Gorin, Esq.
Cleary Gottlieb Steen & Hamilton LLP
One Liberty Plaza
New York, NY 10006
Telephone (212) 225-2000
Fax (212) 225-3999**

Approximate date of commencement of proposed sale to public: As soon as practicable after this Registration Statement becomes effective.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the Securities Act), check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ 333-167325

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee
Common Stock, \$0.001 par value per share	47,035 ⁽¹⁾	\$30	\$1,411,050	\$100.61

(1) Includes shares of common stock issuable upon exercise of an option to purchase additional shares granted to underwriters.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act, based on an estimate of the proposed maximum aggregate offering price.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.001 per share, of LPL Investment Holdings Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-1 (File No. 333-167325), which was declared effective by the Commission on November 17, 2010, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, The Commonwealth of Massachusetts, on the 17th day of November, 2010.

LPL Investment Holdings Inc.

By: /s/ Mark S. Casady

Mark S. Casady
Chief Executive Officer and Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
*	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	November 17, 2010
Mark S. Casady		
*	Chief Financial Officer and Treasurer <i>(Principal Financial Officer)</i>	November 17, 2010
Robert J. Moore		
*	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	November 17, 2010
Thomas D. Lux		
*	Director	November 17, 2010
John J. Brennan		
*	Director	November 17, 2010
Richard W. Boyce		
*	Director, Vice Chairman	November 17, 2010
James S. Putnam		
*	Director	November 17, 2010
Erik D. Ragatz		
*	Director	November 17, 2010

James S. Riepe

*

Director

November 17, 2010

Richard P. Schifter

Signature	Title	Date
*	Director	November 17, 2010
Jeffrey E. Stiefler		
*	Director	November 17, 2010
Allen R. Thorpe		
*By: /s/ Mark S. Casady		
Mark S. Casady <i>Attorney-in-fact</i>		

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Ropes & Gray LLP
23.1	Consent of Ropes & Gray LLP (included in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP
24.1*	Powers of Attorney

* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-167325) filed with the Commission on June 4, 2010.