

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**  
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**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**

| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price<sup>(2)</sup></b> | <b>Amount of Registration Fee</b> |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.001 par value per share                 | 47,035 <sup>(1)</sup>          | \$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.

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**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:

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

James S. Riepe

\*

Director

November 17, 2010

Richard P. Schifter

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| <b>Signature</b>        | <b>Title</b> | <b>Date</b>       |
|-------------------------|--------------|-------------------|
| *                       | 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> |              |                   |

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**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                    |
|------------------------|---|
| 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.