

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Shanahan James</u> _____ (Last) (First) (Middle) <u>825 THIRD AVENUE, 27TH FLOOR</u> _____ (Street) <u>NEW YORK NY 10022</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Focus Financial Partners Inc. [FOCS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Incentive Units in Focus Financial Partners, LLC	\$28.5 ⁽¹⁾	12/18/2018		A ⁽²⁾		162,806	(2)(3)	(1)(2)(3)	Class A Common Stock	(2)	\$0	162,806	D	

Explanation of Responses:

- Each incentive unit in Focus Financial Partners, LLC ("Focus LLC") entitles the holder to receive distributions from Focus LLC if the aggregate distributions made by Focus LLC in respect of each common unit in Focus LLC issued and outstanding on or prior to date of the grant of the incentive unit exceeds a specified amount, referred to as the hurdle amount. The hurdle amount is set at the time of grant and typically represents the estimated fair value of a common unit on the date of grant. The figure reflected in column 2 is the hurdle amount assigned to each incentive award. Incentive units do not expire.
- Unvested incentive units will, at vesting, become exchangeable, subject to certain restrictions in the Fourth Amended and Restated Operating Agreement of Focus LLC, for (i) a number of shares of the Issuer's Class A common stock that takes into account the then-current value of the Issuer's Class A common stock and such incentive units' aggregate hurdle amount or, (ii) at the election of the Issuer, cash. The acquisition of the derivative securities was exempt from Section 16 of the Securities Exchange Act of 1934, as amended.
- These incentive units will vest in four equal installments on each anniversary of December 18, 2018.

/s/ J. Russell McGranahan as 12/20/2018
Attorney-in-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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