

# FORM 4

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

OMB APPROVAL  
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[ ] 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 OF SECURITIES

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 * <b>KKR Freya Aggregator L.P.</b> (Last) (First) (Middle) <b>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P., 30 HUDSON YARDS</b> (Street) <b>NEW YORK, NY 10001</b> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Focus Financial Partners Inc. [ FOCS ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>3/2/2021</b>		6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)	Price			
Class A Common Stock	3/2/2021		C		574400	A	(1)	1061512	I	See footnotes (3)(7)(8)(9)
Class A Common Stock	3/2/2021		S		1061512	D	\$46.2 (2)	0	I	See footnotes (3)(7)(8)(9)
Class A Common Stock	3/2/2021		S		896661	D	\$46.2 (2)	3217986	I	See footnotes (4)(7)(8)(9)
Class A Common Stock	3/2/2021		S		117251	D	\$46.2 (2)	420797	I	See footnotes (5)(7)(8)(9)

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Units of Focus Financial Partners, LLC (1)	(1)	3/2/2021		C		574400	(1)	(1)	Class A Common Stock	574400	\$0	3809602	I	See footnotes (6)(7)(8)(9)

#### Explanation of Responses:

- Units of Focus Financial Partners, LLC represent limited liability company units of Focus Financial Partners, LLC and an equal number of shares of Class B common stock ("Class B Common Stock") of Focus Financial Partners Inc. (the "Issuer"), which together are exchangeable, at the option of Focus Financial Partners, LLC or the Issuer, on a one-for-one basis for (i) a share of Class A common stock ("Class A Common Stock") of the Issuer, subject to conversion rate adjustments for stock splits, stock dividends, reclassification and other similar transactions or (ii) an equivalent amount of cash pursuant to the Fourth Amended and Restated Limited Liability Company Agreement of Focus Financial Partners, LLC.
- This amount represents the \$48.00 secondary public offering price per share of common stock of Focus Financial Partners Inc. ("Common Stock") less the underwriting discount of \$1.80 per share for shares sold pursuant to an underwritten public offering.
- These shares of Class A Common Stock are held by KKR Freya Aggregator L.P.
- These shares of Class A Common Stock are held by KKR Americas XII (Freya) Blocker Parent L.P.
- These shares of Class A Common Stock are held by KKR Americas XII EEA (Freya) Blocker Parent L.P.
- These units of Focus Financial Partners, LLC are held by KKR Freya Aggregator L.P.
- KKR Freya Aggregator GP LLC is the general partner of KKR Freya Aggregator L.P., KKR Americas Fund XII (Freya) L.P. is the sole member of KKR Freya Aggregator GP LLC, KKR Associates Americas XII AIV L.P. is the general partner of KKR Americas Fund XII (Freya) L.P., and KKR Americas XII AIV GP LLC is the general partner of KKR Associates Americas XII AIV L.P. KKR Associates Americas XII L.P. is the general partner of KKR Americas XII (Freya) Blocker Parent L.P. and KKR Americas XII EEA (Freya) Blocker Parent L.P., and KKR Americas XII Limited is the general partner of KKR

Associates Americas XII L.P.

- (8) KKR Group Partnership L.P. is the sole member of KKR Americas XII AIV GP LLC and the general partner of KKR Americas XII Limited. KKR Group Holdings Corp. is the general partner of KKR Group Partnership L.P. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLP is the Series I preferred stockholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the founding partners of KKR Management LLP.
- (9) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4. Exhibit List: Exhibit 24 - Power of Attorney

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KKR Freya Aggregator L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Freya Aggregator GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Americas Fund XII (Freya) L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Associates Americas XII AIV L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Americas XII AIV GP LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Americas XII (Freya) Blocker Parent L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		
KKR Americas XII EEA (Freya) Blocker Parent L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 30 HUDSON YARDS NEW YORK, NY 10001		X		

**Signatures**

KKR FREYA AGGREGATOR L.P By: KKR Freya Aggregator GP LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Vice President and Chief Financial Officer

3/3/2021

--Signature of Reporting Person

Date

KKR FREYA AGGREGATOR GP LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Vice President and Chief Financial Officer

3/3/2021

--Signature of Reporting Person

Date

KKR AMERICAS FUND XII (FREYA) L.P. By: KKR Associates Americas XII AIV L.P., its GP By: KKR Americas XII AIV GP LLC, its GP By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Vice President and CFO

3/3/2021

--Signature of Reporting Person

Date

KKR ASSOCIATES AMERICAS XII AIV L.P. By: KKR Americas XII AIV GP LLC, its general partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Vice President and Chief Financial Officer

3/3/2021

--Signature of Reporting Person

Date

KKR AMERICAS XII AIV GP LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Vice President and Chief Financial Officer

3/3/2021

—Signature of Reporting Person

Date

**KKR AMERICAS XII (FREYA) BLOCKER PARENT L.P. By: KKR Associates Americas XII L.P., its GP By: KKR Americas XII Limited, its GP By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Director**

**3/3/2021**

—Signature of Reporting Person

Date

**KKR AMERICAS XII EEA (FREYA) BLOCKER PARENT L.P By: KKR Associates Americas XII L.P., its GP By: KKR Americas XII Limited, its GP By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for Robert H. Lewin, Director**

**3/3/2021**

—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**POWER OF ATTORNEY**

Know all men by these presents that Robert H. Lewin does hereby make, constitute and appoint David J. Sorkin, Terence P. Gallagher, and Christopher Lee, or any one of them, as a true and lawful attorney-in-fact of the undersigned with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and as a manager or member of any limited liability company, as a partner of any partnership, as an officer of any corporate or other entity, or in the undersigned's capacity in a position similar to the foregoing at any entity, in each case, for which the undersigned is otherwise authorized to sign), to execute and deliver such forms, schedules, statements and other documents as may be required to be filed from time to time with the Securities and Exchange Commission with respect to: (i) Sections 13(d), 13(g), 13(f), 13(h) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, Schedule 13D, Schedule 13G, Form 13F, Form 13H, Form 3, Form 4 and Form 5 and (ii) in connection with any applications for EDGAR access codes, including without limitation the Form ID.

/s/ Robert H. Lewin

Name: Robert H. Lewin

Date: January 14, 2020

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