

FORM 4

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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 * Shanahan James <small>(Last) (First) (Middle)</small> 875 THIRD AVENUE, 28TH FLOOR <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Focus Financial Partners Inc. [FOCS] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/31/2023</p> 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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, \$0.01 par value	8/31/2023		M		46,269	A		46,269	I	By James Shanahan 2020 Irrevocable Insurance Trust (12)
Class A Common Stock, \$0.01 par value	8/31/2023		D		46,269	D	\$53	0	I	By James Shanahan 2020 Irrevocable Insurance Trust (12)
Class A Common Stock, \$0.01 par value	8/31/2023		M		907,468	A		907,468	I	By James Shanahan 2020 Revocable Trust (13)
Class A Common Stock, \$0.01 par value	8/31/2023		D		907,468	D	\$53	0	I	By James Shanahan 2020 Revocable Trust (13)

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Units in Focus Financial Partners, LLC	(11)	8/31/2023		F		10,811		(11)	(11)	Class A Common Stock, \$0.01 par value	10,811	\$53	18,914	I	By James Shanahan 2020 Revocable Trust (13)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Units in Focus Financial Partners, LLC	\$19 ⁽²⁾	8/31/2023		J ⁽³⁾			90,000	⁽²⁾	⁽²⁾	Class A Common Stock, \$0.01 par value	⁽²⁾	\$34	0	I	Shanahan 2020 Irrevocable Insurance Trust ⁽¹²⁾
Incentive Units in Focus Financial Partners, LLC	\$21 ⁽³⁾	8/31/2023		J ⁽³⁾			29,375	⁽²⁾	⁽²⁾	Class A Common Stock, \$0.01 par value	⁽³⁾	\$32	60,625	I	By James Shanahan 2020 Irrevocable Insurance Trust ⁽¹⁴⁾
Incentive Units in Focus Financial Partners, LLC	\$21 ⁽³⁾	8/31/2023		M ⁽⁴⁾			60,625	⁽²⁾	⁽²⁾	Common Units in Focus Financial Partners, LLC	36,604	\$0	0	I	By James Shanahan 2020 Irrevocable Insurance Trust ⁽¹⁴⁾
Incentive Units in Focus Financial Partners, LLC	\$37.59 ⁽³⁾	8/31/2023		M ⁽⁴⁾			33,240	⁽⁸⁾	⁽⁶⁾	Common Units in Focus Financial Partners, LLC	9,665	\$0	0	I	By James Shanahan 2020 Irrevocable Insurance Trust ⁽¹²⁾
Common Units in Focus Financial Partners, LLC	⁽²⁾	8/31/2023		M ⁽⁴⁾		46,269		⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$0.01 par value	46,269	\$0	46,269	I	By James Shanahan 2020 Irrevocable Insurance Trust ⁽¹²⁾
Common Units in Focus Financial Partners, LLC	⁽⁴⁾	8/31/2023		M ⁽⁴⁾			46,269	⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$0.01 par value	46,269	\$0	0	I	By James Shanahan 2020 Irrevocable Insurance Trust ⁽¹⁴⁾
Common Units in Focus Financial Partners, LLC	⁽⁴⁾	8/31/2023		M ⁽⁴⁾			18,914	⁽¹¹⁾	⁽¹¹⁾	Common Units in Focus Financial Partners, LLC	18,914	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$16 ⁽³⁾	8/31/2023		M ⁽⁴⁾			11,739	⁽²⁾	⁽²⁾	Common Units in Focus Financial Partners, LLC	8,195	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$9 ⁽³⁾	8/31/2023		M ⁽⁴⁾			181,277	⁽²⁾	⁽²⁾	Common Units in Focus Financial Partners, LLC	150,493	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$11 ⁽³⁾	8/31/2023		M ⁽⁴⁾			140,000	⁽²⁾	⁽²⁾	Common Units in Focus Financial Partners, LLC	110,944	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$21 ⁽³⁾	8/31/2023		M ⁽⁴⁾			386,284	⁽²⁾	⁽²⁾	Common Units in Focus Financial Partners, LLC	233,228	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$22 ⁽³⁾	8/31/2023		M ⁽⁴⁾			167,405	⁽²⁾	⁽²⁾	Common Units in Focus Financial Partners, LLC	97,916	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$33 ⁽³⁾	8/31/2023		M ⁽⁴⁾			315,016	⁽⁶⁾	⁽⁶⁾	Common Units in Focus Financial Partners, LLC	118,874	\$0	224,984	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$33 ⁽³⁾	8/31/2023		D ⁽⁶⁾			224,984	⁽⁶⁾	⁽⁶⁾	Common Units in Focus Financial Partners, LLC	⁽⁶⁾	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Units in Focus Financial Partners, LLC	\$28.5 ⁽¹⁾	8/31/2023		M ⁽⁴⁾			162,806	⁽⁷⁾	⁽⁷⁾	Common Units in Focus Financial Partners, LLC	75,259	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$27.9 ⁽²⁾	8/31/2023		M ⁽⁴⁾			179,405	⁽⁹⁾	⁽⁹⁾	Common Units in Focus Financial Partners, LLC	84,964	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$44.71 ⁽³⁾	8/31/2023		M ⁽⁴⁾			55,501	⁽¹⁰⁾	⁽¹⁰⁾	Common Units in Focus Financial Partners, LLC	8,681	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Common Units in Focus Financial Partners, LLC	⁽⁴⁾	8/31/2023		M ⁽⁴⁾		888,554		⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$0.01 par value	888,554	\$0	907,468	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Common Units in Focus Financial Partners, LLC	⁽⁴⁾	8/31/2023		M ⁽⁴⁾			907,468	⁽⁴⁾	⁽⁴⁾	Class A Common Stock, \$0.01 par value	907,468	\$0	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾
Incentive Units in Focus Financial Partners, LLC	\$58.5 ⁽⁵⁾	8/31/2023		D ⁽¹²⁾			65,605	⁽¹²⁾	⁽¹²⁾	Common Units in Focus Financial Partners, LLC	⁽¹²⁾	\$0 ⁽¹²⁾	0	I	By James Shanahan 2020 Revocable Trust ⁽¹³⁾

Explanation of Responses:

- (1) In connection with the transactions contemplated by the Agreement and Plan of Merger, dated as of February 27, 2023, by and among the Issuer, Ferdinand FFP Acquisition, LLC ("Parent"), Ferdinand FFP Merger Sub 1, Inc. ("Company Merger Sub"), Ferdinand FFP Merger Sub 2, LLC ("LLC Merger Sub"), and Focus Financial Partners, LLC ("Focus LLC"), (a) LLC Merger Sub was merged with and into Focus LLC (the "LLC Merger") and (b) immediately after the LLC Merger, Company Merger Sub was merged with and into the Issuer (the "Company Merger" and together with the LLC Merger, the "Mergers"), with the Issuer surviving the Company Merger as a wholly-owned subsidiary of Parent.
- (2) At the effective time of the Company Merger, each of the reporting person's shares of Class A common stock of the Issuer (the "Class A Shares") outstanding immediately prior to the effective time of the Company Merger, was converted into the right to receive cash in an amount equal to \$53.00 per Class A Share, without interest and subject to any required withholding taxes (the "Merger Consideration"). As a result of the Mergers, the reporting person no longer beneficially owns, directly or indirectly, any Class A Shares.
- (3) Pursuant to a Rollover Agreement dated August 31, 2023 (the "Rollover Agreement"), among Ferdinand FFP Ultimate Holdings, LP ("Ultimate Holdings"), Ferdinand FFP Parent, Inc. ("Topco"), and a trust established by the reporting person, prior to the LLC Merger, such trust contributed an aggregate of 119,375 Incentive Units of Focus LLC to Topco and subsequently contributed shares of Topco to Ultimate Holdings in exchange for a number Class A-3 non-voting units in Ultimate Holdings, calculated pursuant to the Rollover Agreement, valued at an amount per Incentive Unit equal to the Merger Consideration minus the applicable hurdle amount of such Incentive Unit (the "Rollover").
- (4) Subsequent to the Rollover, and immediately prior to the effective time of the LLC Merger, all of the outstanding vested Common Units and Incentive Units of Focus LLC with a hurdle amount that is less than the Merger Consideration, were exchanged for Class A Shares. The Incentive Units were first converted into a number of Common Units that took into account the Merger Consideration and such Incentive Units' aggregate hurdle amount, and the resulting Common Units were then exchanged for an equal number of Class A Shares (the conversions, collectively, the "Vested Units Exchanges"). As a result of the Vested Units Exchanges, the reporting person no longer beneficially owns, directly or indirectly, any Common Units or Incentive Units.
- (5) 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.
- (6) These Incentive Units were scheduled to vest linearly on the sixth anniversary of the Issuer's initial public offering; however, in connection with the Mergers, the reporting person agreed that 315,016 of these Incentive Units would vest immediately prior to the effective time of the Mergers and 224,984 of these Incentive Units would be forfeited and cancelled for no consideration.
- (7) These Incentive Units are fully vested. Incentive Units do not expire.
- (8) These Incentive Units were scheduled to vest in four equal installments on each anniversary of December 12, 2022; however, in connection with the Mergers, pursuant to the terms of the reporting person's employment agreement with the Issuer, the vesting of the Incentive Units was accelerated to immediately prior to the effective time of the Mergers. Incentive Units do not expire.
- (9) 44,851 of these Incentive Units were scheduled to vest on December 11, 2023; however, in connection with the Mergers, pursuant to the terms of the reporting person's employment agreement with the Issuer, the vesting of the Incentive Units was accelerated to immediately prior to the effective time of the Mergers. Incentive Units do not expire.
- (10) 27,750 of these Incentive Units were scheduled to vest in two equal installments on each anniversary of December 17, 2022; however, in connection with

the Mergers, pursuant to the terms of the reporting person's employment agreement with the Issuer, the vesting of the Incentive Units was accelerated to immediately prior to the effective time of the Mergers. Incentive Units do not expire.

- (11) (a) 2,824 of the reporting person's Common Units were scheduled to vest in two equal installments on each anniversary of December 7, 2023, (b) 10,420 of the Common Units were scheduled to vest in three equal installments on each anniversary of December 22, 2022 and (c) 12,636 of the Common Units were scheduled to vest in four equal installments on each anniversary of December 12, 2022; however, in connection with the Mergers, pursuant to the terms of the reporting person's employment agreement with the Issuer, the vesting of the Common Units was accelerated to immediately prior to the effective time of the Mergers. In connection with such vesting, 10,811 the reporting person's Common Units were withheld by the Issuer to satisfy the tax obligations upon vesting.
- (12) Immediately prior to the effective time of the LLC Merger, each Incentive Unit, whether vested or unvested, with a hurdle amount that was equal to or greater than the Merger Consideration, was forfeited and cancelled for no consideration. As a result of the Mergers, the reporting person no longer beneficially owns, directly or indirectly, any Incentive Units.
- (13) Represents securities held by the James Shanahan 2020 Revocable Trust, a revocable living trust established by the reporting person. The reporting person disclaims beneficial ownership of the securities owned by the trust.
- (14) Represents securities held by the James Shanahan 2020 Irrevocable Insurance Trust, an irrevocable trust established by the reporting person. The reporting person disclaims beneficial ownership of the securities owned by the trust.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shanahan James 875 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10022			Chief Financial Officer	

Signatures

/s/ J. Russell McGranahan as Attorney-in-Fact

9/1/2023

**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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