

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Shanahan James			Focus Financial Partners Inc. [FOCS]			<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		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
875 THIRD AVENUE, 28TH FLOOR			12/22/2022					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10022						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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			

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				
Common Units in Focus Financial Partners, LLC	(1)	12/22/2022		F (2)			1404	(1)	(1)	Class A Common Stock	1404	\$37.71	12490 (3)	I	By James Shanahan 2020 Revocable Trust (4)
Common Units in Focus Financial Partners, LLC	(5)							(6)	(6)	Class A Common Stock	4599		4599 (6)	I	By James Shanahan 2020 Revocable Trust (4)
Common Units in Focus Financial Partners, LLC	(5)							(7)	(7)	Class A Common Stock	12636		12636 (7)	I	By James Shanahan 2020 Revocable Trust (4)

Explanation of Responses:

- As previously reported, on December 22, 2021, the Reporting Person acquired 13,894 unvested common units that vest in four equal installments on each anniversary of December 22, 2021. Vested common units are exchangeable (together with an equal number of shares of Class B common stock), subject to certain restrictions in the Fourth Amended and Restated Operating Agreement of Focus Financial Partners, LLC ("Focus LLC"), for (i) an equal number of shares of the Issuer's Class A common stock or, (ii) at the election of the Issuer, cash.
- On December 22, 2022, 3,474 of the Reporting Person's unvested common units vested and 1,404 of such common units were withheld by the Issuer to satisfy the tax obligations upon vesting. The number of common units withheld was based on the closing price of the Issuer's Class A common stock on December 21, 2022.
- As of the date of this report, 2,070 of these common units are vested and 10,420 of these common units are unvested.
- 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 except to the extent of his indirect pecuniary interest therein.
- Vested common units are exchangeable (together with an equal number of shares of Class B common stock), subject to certain restrictions in the Fourth Amended and Restated Operating Agreement of Focus LLC, for (i) an equal number of shares of the Issuer's Class A common stock or, (ii) at the election of the Issuer, cash.
- These common units will vest in four equal installments on each anniversary of December 7, 2020. As of the date of this report, 1,775 of these common units are vested and 2,824 of these common units are unvested.

(7) These incentive units will vest in four equal installments on each anniversary of December 12, 2022.

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

12/22/2022

—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.