# FORM 4

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

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

## 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) |
|---|---|---|
| **Adolf Ruediger** | **Focus Financial Partners Inc. [ FOCS ]** | _X__ Director      ____ 10% Owner |
| (Last)      (First)      (Middle) | 3. Date of Earliest Transaction (MM/DD/YYYY) | _X__ Officer (give title below)      ____ Other (specify below) |
| **515 NORTH FLAGLER DRIVE** | **12/22/2021** | **CEO and Chairman** |
| (Street) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| **WEST PALM BEACH, FL 33401** | | _X_ Form filed by One Reporting Person |
| (City)      (State)      (Zip) | | ____ Form filed by More than One Reporting Person |

### 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 | | | | |
| **Incentive Units in Focus Financial Partners, LLC** | $58.50 (1) | 12/22/2021 | | A (2) | | 92940 | | (3) | (3) | **Class A Common Stock** | (2) | $0 | 92940 | D | |
| **Incentive Units in Focus Financial Partners, LLC** | $58.50 (1) | 12/22/2021 | | A (2) | | 46470 | | (3) | (3) | **Class A Common Stock** | (2) | $0 | 46470 | I | **By Adolf Family Trust II** (6) |
| **Common Units in Focus Financial Partners, LLC** | (4) | 12/22/2021 | | A (4) | | 29525 | | (5) | (5) | **Class A Common Stock** | 29525 | $0 | 100165 (7) | D | |
| **Common Units in Focus Financial Partners, LLC** | (4) | | | | | | | (4) | (4) | **Class A Common Stock** | 160450 | | 160450 | I | **By Adolf Family Trust II** (6) |

**Explanation of Responses:**

**(1)** 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 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.

**(2)** 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.

**(3)** These incentive units will vest in four equal installments on each anniversary of December 22, 2021. Incentive units do not expire.

**(4)** Vested common units are exchangeable, 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. The acquisition of the derivative securities was exempt from Section 16 of the Securities Exchange Act of 1934, as amended.

**(5)** These common units will vest in four equal installments on each anniversary of December 22, 2021.

**(6)** Represents securities held by the Adolf Family Trust II, an irrevocable trust established by the Reporting Person for the benefit of his children. The Reporting Person disclaims beneficial ownership of the securities owned by the trust except to the extent of his indirect pecuniary interest therein.

**(7)** Includes 39,225 unvested common units in Focus LLC.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **Adolf Ruediger**<br>**515 NORTH FLAGLER DRIVE**<br>**WEST PALM BEACH, FL 33401** | **X** | | **CEO and Chairman** | |

**Signatures**

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

\*\*Signature of Reporting Person

**12/27/2021**

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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