

FORM 4

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

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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]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
515 NORTH FLAGLER DRIVE	12/20/2021	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		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input type="checkbox"/> 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	\$9 (1)	12/20/2021		M (2)			600000	(3)	(3)	Common Units in Focus Financial Partners, LLC	(3)	\$0	157000	D	
Common Units in Focus Financial Partners, LLC	(4)	12/20/2021		M (2)		505263		(4)	(4)	Class A Common Stock	505263	(2)	575903 (6)	D	
Common Units in Focus Financial Partners, LLC	(4)	12/20/2021		S (2)		505263		(4)	(4)	Class A Common Stock	505263	\$54.72	70640 (6)	D	
Common Units in Focus Financial Partners, LLC	(4)							(4)	(4)	Class A Common Stock	160450		160450	I	By Adolf Family Trust II (5)

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 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 in Focus LLC on the date of grant. The figure reflected in column 2 is the hurdle amount assigned to each incentive award.
- On December 20, 2021, pursuant to the Fourth Amended and Restated Operating Agreement of Focus LLC, as amended (the "Fourth Amended and Restated Focus LLC Agreement"), 600,000 of the Reporting Person's vested incentive units in Focus LLC were converted into 505,263 common units in Focus LLC, based on a value of the Issuer's Class A common stock equal to \$57.00, and the resulting common units were purchased by Focus LLC for \$54.72 per unit with a portion of the proceeds from the Issuer's underwritten public offering of Class A common stock.
- Vested incentive units are exchangeable, subject to certain restrictions in the Fourth Amended and Restated Focus LLC Agreement, for (i) a number of shares of the Issuer's Class A common stock that takes into account the value of the Issuer's Class A common stock, as calculated pursuant to the Fourth Amended and Restated Focus LLC Agreement, and such incentive units' aggregate hurdle amount or, (ii) at the election of the Issuer, cash. Upon exchange, such incentive units are first converted into a number of common units in Focus LLC that takes into account the value of the Issuer's Class A common stock, as calculated pursuant to the Fourth Amended and Restated Focus LLC Agreement, and such incentive units' aggregate hurdle amount, and the resulting common units are then exchanged for an equal number of shares of the Issuer's Class A common stock or cash. Incentive units do not expire.
- Vested common units in Focus LLC are exchangeable (together with an equal number of shares of Class B common stock), subject to certain restrictions in the Fourth Amended and Restated Focus LLC Agreement, for (i) an equal number of shares of the Issuer's Class A common stock or (ii) at the election of the

Issuer, cash.

- (5) 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.
- (6) Includes 9,700 unvested common units in Focus LLC.

Reporting Owners

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

Signatures

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

12/20/2021

—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.

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