

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 * Chang Leonard R. <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] | 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) Sr. Managing Dir/Head of M&A |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/31/2023</p> | | 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 |
| 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, \$0.01 par value | 8/31/2023 | | M | (2) | 947,643 | A | | 947,643 | D | |
| Class A Common Stock, \$0.01 par value | 8/31/2023 | | D | (1)(2) | 947,643 | D | \$53 | 0 | D | |

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 | \$10 | 8/31/2023 | | F | (10) | | 12,085 | (10) | (10) | Class A Common Stock, \$0.01 par value | 12,085 | \$53 | 21,222 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$33 | 8/31/2023 | | D | (5) | | 249,982 | (5) | (5) | Common Units in Focus Financial Partners, LLC | (5) | \$0 | 350,018 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$33 | 8/31/2023 | | M | (3) | | 350,018 | (5) | (5) | Common Units in Focus Financial Partners, LLC | 132,082 | \$0 | 249,982 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$33 | 8/31/2023 | | D | (5) | | 249,982 | (5) | (5) | Common Units in Focus Financial Partners, LLC | (5) | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$16 | 8/31/2023 | | M | (3) | | 7,540 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 5,264 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$9 | 8/31/2023 | | M | (3) | | 142,000 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 117,886 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$11 | 8/31/2023 | | M | (3) | | 65,000 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 51,509 | \$0 | 0 | D | |

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

| 1. Title of Derivative 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 | \$13 (4) | 8/31/2023 | | M (3) | | | 50,000 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 37,736 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$19 (4) | 8/31/2023 | | M (3) | | | 50,000 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 32,075 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$21 (4) | 8/31/2023 | | M (3) | | | 456,284 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 275,492 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$22 (4) | 8/31/2023 | | M (3) | | | 145,253 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 84,959 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$28.5 (4) | 8/31/2023 | | M (3) | | | 144,717 | (6) | (6) | Common Units in Focus Financial Partners, LLC | 66,897 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$27.9 (4) | 8/31/2023 | | M (3) | | | 214,027 | (7) | (7) | Common Units in Focus Financial Partners, LLC | 101,360 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$44.71 (4) | 8/31/2023 | | M (3) | | | 66,212 | (8) | (8) | Common Units in Focus Financial Partners, LLC | 10,357 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$37.59 (4) | 8/31/2023 | | M (3) | | | 37,159 | (9) | (9) | Common Units in Focus Financial Partners, LLC | 10,804 | \$0 | 0 | D | |
| Common Units in Focus Financial Partners, LLC | (3) | 8/31/2023 | | M (3) | | 926,421 | | (3) | (3) | Class A Common Stock, \$0.01 par value | 926,421 | \$0 | 947,643 | D | |
| Common Units in Focus Financial Partners, LLC | (3) | 8/31/2023 | | M (3) | | 947,643 | | (3) | (3) | Class A Common Stock, \$0.01 par value | 947,643 | \$0 | 0 | D | |
| Incentive Units in Focus Financial Partners, LLC | \$58.5 (4) | 8/31/2023 | | D (11) | | 73,353 | | (11) | (11) | Class A Common Stock, \$0.01 par value | (11) | \$0 (11) | 0 | D | |

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) 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.
- (4) 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.
- (5) 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 350,018 of these Incentive Units would vest immediately prior to the effective time of the Mergers and 249,982 of these Incentive Units would be forfeited and cancelled for no consideration.
- (6) These Incentive Units are fully vested. Incentive Units do not expire.
- (7) 53,507 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.
- (8) 33,106 of these Incentive Units were scheduled to vest in two equal installments on each anniversary of December 7, 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) 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.
- (10) (a) 3,369 of the reporting person's Common Units were scheduled to vest in two equal installments on each anniversary of December 7, 2023, (b) 11,651 of the Common Units were scheduled to vest in three equal installments on each anniversary of December 22, 2022 and (c) 14,126 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, 12,085 of the reporting person's Common Units were withheld by the Issuer to satisfy the tax obligations upon vesting.
- (11) 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.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---|-------|
| | Director | 10% Owner | Officer | Other |
| Chang Leonard R. 875 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10022 | | | Sr. Managing Dir/Head of M&A | |

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.

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.