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

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**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Focus Financial Partners Inc.**

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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Dear Partners and Colleagues,

Simultaneously with this email, a press release has been issued and filings have been made with the SEC announcing that Focus has entered into an exclusivity agreement for a limited period with Clayton, Dubilier & Rice, LLC (CD&R), a private investment firm, to engage in negotiations regarding the terms and definitive agreements whereby CD&R may potentially acquire Focus for \$53 per share in cash. A Special Committee of the Board of Directors approved the exclusivity agreement based on CD&R meeting the Special Committee's requirement of \$53 per share after a series of negotiations with CD&R and outreach and meetings with other potential bidders. CD&R has communicated that its latest non-binding offer of \$53 per share represented its "best and final" offer and that it was submitted with the understanding that there would be no further price negotiations.

Stone Point Capital, currently our largest shareholder, is considering retaining a portion of their investment and providing new equity financing, subject to negotiation with CD&R of definitive agreements on mutually agreeable terms.

As the press release mentioned, there is no certainty that a definitive agreement will be signed. A required regulatory filing prompted the need to disclose these discussions at this time. Accordingly, because these negotiations are sensitive and ongoing, and in many cases details simply haven't been confirmed, we won't be able to provide much more information or answer questions you may have at this time. Rest assured, that if and when definitive terms are reached and a definitive agreement is signed, I will schedule a town hall and eagerly answer all of the questions that I can.

The proposed transaction is subject to the completion of due diligence by CD&R and Stone Point, the negotiation of definitive agreements, Board and stockholder approval, customary client and regulatory approvals and other customary conditions. As indicated, there is no certainty that final terms of any transaction will be agreed upon or, if agreed upon, completed on the proposed terms or at all.

Let me thank you again for your trust and partnership and I appreciate your additional patience in this instance.

Best wishes ...

#### **Cautionary Note Concerning Forward-Looking Statements**

This communication contains certain forward-looking statements that reflect Focus Financial Partners Inc.'s ("Focus") current views with respect to certain current and future events. Specific forward-looking statements include, among others, statements regarding the proposed transaction, including the terms thereof, and the negotiation and consummation of any transaction. These forward-looking statements are and will be, subject to many risks, uncertainties and factors which may cause future events to be materially different from these forward-looking statements or anything implied therein. These risks and uncertainties include, but are not limited to: the failure of the parties to agree to final terms of the proposed transaction; the timing for the parties to agree to final terms and, if agreed upon, to consummate the proposed transaction; global economic conditions; adverse industry and market conditions; the ability to retain management and other personnel; and other economic, business, or competitive factors. Any forward-looking statements in this communication are based upon information available to Focus on the date of this communication. Focus does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could affect Focus may be found in Focus' filings with the Securities and Exchange Commission (the "SEC").

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### **Important Information for Stockholders**

The proposed transaction, if agreed upon, will be submitted to the stockholders of Focus for their consideration. In connection with the proposed transaction, Focus will file a proxy statement and other materials with the SEC. In addition, Focus may also file other relevant documents with the SEC regarding the proposed transaction. After the proxy statement has been cleared by the SEC, a definitive proxy statement will be mailed to the stockholders of Focus.

INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT(S) AND OTHER DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Investors and stockholders may obtain a free copy of the proxy statement(s) (when available) and other documents filed with the SEC by Focus, at Focus' website, [www.focusfinancialpartners.com](http://www.focusfinancialpartners.com), or at the SEC's website, [www.sec.gov](http://www.sec.gov). The proxy statement(s) and other relevant documents may also be obtained for free from Focus by writing to Focus Financial Partners Inc., 875 Third Avenue, 28th Floor, New York, NY 10022, Attention: Investor Relations.

### **Participants in the Solicitation**

Focus and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Focus in connection with the proposed transaction. Information about the directors and executive officers of Focus is set forth in the Proxy Statement on Schedule 14A for the 2022 annual meeting of Focus' stockholders, which was filed with the SEC on April 14, 2022. This document can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials to be filed with the SEC when they become available.

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