

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>Morganroth Greg S.</b>  (Last) (First) (Middle)  <b>875 THIRD AVENUE, 28TH FLOOR</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Focus Financial Partners Inc. [ FOCS ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>8/31/2023</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**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	(3)	20,311	A	(3)	20,311	D	
Class A Common Stock, \$0.01 par value	8/31/2023		D	(1)(2)	20,311	D	\$53 (1)(2)	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				
Incentive Units in Focus Financial Partners LLC	\$30.48 (4)	8/31/2023		M	(3)		30,000	(5)	(5)	Common Units in Focus Financial Partners LLC	12,747	\$0	0	D	
Incentive Units in Focus Financial Partners LLC	\$44.71 (4)	8/31/2023		M	(3)		9,341	(6)	(6)	Common Units in Focus Financial Partners LLC	1,461	\$0	0	D	
Incentive Units in Focus Financial Partners LLC	\$37.59 (4)	8/31/2023		M	(3)		5,948	(7)	(7)	Common Units in Focus Financial Partners LLC	1,729	\$0	0	D	
Common Units in Focus Financial Partners LLC	(3)	8/31/2023		M	(3)		15,937	(3)	(3)	Class A Common Stock, \$0.01 par value	15,937	(3)	20,311	D	
Common Units in Focus Financial Partners LLC	(3)	8/31/2023		M	(3)		20,311	(8)	(8)	Class A Common Stock, \$0.01 par value	20,311	(3)	0	D	
Incentive Units in Focus Financial Partners LLC	\$58.5 (4)	8/31/2023		D	(2)		5,489	(2)	(2)	Class A Common Stock, \$0.01 par value	(2)	\$0 (2)	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"), with Focus LLC surviving

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 subsidiary of Parent.

- (2) At the effective time of the Company Merger (the "Company Merger Effective Time"), each of the reporting person's shares of Class A common stock of the Issuer (the "Class A Shares") outstanding immediately prior to the Company Merger Effective Time 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 Unit.
- (5) 10,000 of these Incentive Units were scheduled to vest on September 24, 2023, subject to the director's continued service; however, in connection with the Mergers, the board of directors of the Issuer determined to accelerate vesting of the Incentive Units to immediately prior to the effective time of the Mergers. Incentive Units do not expire.
- (6) 3,114 of these Incentive Units were scheduled to vest on December 7, 2023, subject to the director's continued service; however, in connection with the Mergers, the board of directors of the Issuer determined to accelerate vesting of the Incentive Units to immediately prior to the effective time of the Mergers. Incentive Units do not expire.
- (7) These Incentive Units were scheduled to vest in three equal installments on each anniversary of December 12, 2022, subject to the director's continued service; however, in connection with the Mergers, the board of directors of the Issuer determined to accelerate vesting of the Incentive Units to immediately prior to the effective time of the Mergers. Incentive Units do not expire.
- (8) Subject to the director's continued service (a) 317 of these Common Units were scheduled to vest on December 7, 2023, (b) 775 of these Common Units were scheduled to vest in two equal installments on each anniversary of December 22, 2022 and (c) 2,261 of these Common Units were scheduled to vest in three equal installments on each anniversary of December 12, 2022; however, in connection with the Mergers, the board of directors of the Issuer determined to accelerate vesting of the Common Units to immediately prior to the effective time of the Mergers.
- (9) 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
<b>Morganroth Greg S. 875 THIRD AVENUE, 28TH FLOOR NEW YORK, NY 10022</b>	<b>X</b>			

#### 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.

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