

FORM 4

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

☐ 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.

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

OMB APPROVAL
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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)	
Carey James D (Last) (First) (Middle)			Focus Financial Partners Inc. [FOCS]		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
C/O STONE POINT CAPITAL LLC, 20 HORSENECK LANE (Street)			8/31/2023 3. Date of Earliest Transaction (MM/DD/YYYY)			
GREENWICH, CT 06830-6327 (City) (State) (Zip)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		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	

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	8/31/2023		M ⁽¹⁾⁽²⁾		8,250,165	A	⁽¹⁾⁽²⁾	16,048,975	I	See Footnotes ⁽³⁾ ⁽⁴⁾⁽⁵⁾
Class A Common Stock	8/31/2023		D ⁽¹⁾		16,048,975	D	\$53 ⁽¹⁾	0	I	See Footnotes ⁽³⁾ ⁽⁴⁾⁽⁵⁾

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Units of Focus Financial Partners, LLC ⁽¹⁾	⁽²⁾	8/31/2023		M ⁽¹⁾		8,250,165	⁽²⁾	⁽²⁾	Class A Common Stock	8,250,165	\$0	0	I	See Footnotes ⁽³⁾ ⁽⁶⁾

Explanation of Responses:

- Focus Financial Partners Inc. (the "Issuer") was acquired by Ferdinand FFP Acquisition, LLC pursuant to an Agreement and Plan of Merger dated as of February 27, 2023, pursuant to which (i) limited liability company units of Focus Financial Partners, LLC were exchanged for shares of Class A common stock ("Class A Common Stock") of the Issuer on a one for one basis and a corresponding number of shares of Class B common stock ("Class B Common Stock") of the Issuer were surrendered to the Issuer for cancellation, (ii) each share of Class A Common Stock (other than certain excluded shares) was converted into the right to receive \$53.00 in cash, and (iii) each share of Class B Common Stock of the Issuer was cancelled and ceased to exist.
- Limited liability company units of Focus Financial Partners, LLC, which were exchangeable, at the option of Focus Financial Partners, LLC or the Issuer, on a one-for-one basis for (i) a share of Class A Common Stock of the Issuer, subject to conversion rate adjustments for stock splits, stock dividends, reclassification and other similar transactions or (ii) an equivalent amount of cash pursuant to the Fourth Amended and Restated Limited Liability Company Agreement of Focus Financial Partners, LLC.
- Beneficially owned securities consists of shares of Class A Common Stock of the Issuer held as follows: (a) 8,250,165 shares of Class A Common Stock are held by Trident FFP LP, (b) 955,755 shares of Class A Common Stock are held by Trident VI, L.P., (c) 6,701,039 shares of Class A Common Stock are held by Trident VI Parallel Fund, L.P. and (d) 142,016 shares of Class A Common Stock are held by Trident VI DE Parallel Fund, L.P. The sole general partner of

Trident FFP LP is Trident FFP GP LLC, and the sole general partner of each of Trident VI, L.P., Trident VI Parallel Fund, L.P. and Trident VI DE Parallel Fund, L.P. (collectively, the "Trident VI Partnerships" and, together with Trident FFP LP, the "Trident Stockholders") is Trident Capital VI, L.P.

- (4) Pursuant to certain management agreements, Stone Point Capital LLC has received delegated authority by Trident Capital VI, L.P. relating to the Trident VI Partnerships, provided that the delegated discretion to exercise voting rights may not be exercised on behalf of any of the Trident VI Partnerships without first receiving direction from the Investment Committee of Trident Capital VI, L.P. or a majority of the general partners of Trident Capital VI, L.P. The management agreements do not delegate any power with respect to the disposition of Class A Common Stock or Class B Common Stock held by the Trident VI Partnerships. James D. Carey, as a member and managing director at Stone Point Capital LLC and an owner of one of five members of Trident FFP GP LLC and one of five general partners of Trident Capital VI, L.P., may be deemed to be the beneficial owner of the securities held directly by the Trident Stockholders.
- (5) Mr. Carey disclaims beneficial ownership of the shares and units held of record or beneficially by the Trident Stockholders, except to the extent of any pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities and Exchange Act of 1934 or otherwise, Mr. Carey is the beneficial owner of any securities reported herein.
- (6) Held by Trident FFP LP.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carey James D C/O STONE POINT CAPITAL LLC 20 HORSENECK LANE GREENWICH, CT 06830-6327	X			

Signatures

/s/ James D. Carey

8/31/2023

**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.