

ROYCE FOCUS TRUST INC
Form SC 13D/A
August 01, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

Royce Focus Trust, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

78080N108

(CUSIP Number)

W. Whitney George, 1414 Avenue of the Americas, New York, New York 10019, (212) 486-1445

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 27, 2005

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Note:

Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of

Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

Page 1 of 5 Pages

| | | |
|---------------------|-----|-------------------|
| CUSIP No. 78080N108 | 13D | Page 2 of 5 Pages |
|---------------------|-----|-------------------|

| | |
|---|---|
| 1 | NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON W. Whitney George |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/> |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS* PF |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/> |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION U.S.A. |

| | | |
|-------------------------------------|---|------------------------------------|
| NUMBER OF SHARES BENEFICIALLY | 7 | SOLE VOTING POWER 1,188,584 |
| OWNED BY EACH REPORTING | 8 | SHARED VOTING POWER |

| | | |
|--------|----|--------------------------|
| PERSON | 9 | SOLE DISPOSITIVE POWER |
| WITH | | 1,188,584 |
| | 10 | SHARED DISPOSITIVE POWER |

| | |
|----|---|
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,188,584 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/> |

| | | |
|---------------------|---|-------------------|
| CUSIP No. 78080N108 | 13D | Page 3 of 5 Pages |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 8.69% | |
| 14 | TYPE OF REPORTING PERSON* IN | |

*

SEE INSTRUCTIONS BEFORE FILLING OUT!

| | | |
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| CUSIP No. 78080N108 | 13D | Page 4 of 5 Pages |
|---------------------|-----|-------------------|

Item 1. Security and Issuer.

The title and class of equity securities to which this statement relates is Common Stock.

The name and address of the principal executive offices of the Issuer are:

Royce Focus Trust, Inc.

1414 Avenue of the Americas

New York, New York 10019

Item 2. Identity and Background.

- (a) The name of the person filing this statement is W. Whitney George.
- (b) Mr. George's business address is 1414 Avenue of the Americas, New York, New York 10019.
- (c) Mr. George is Managing Director and Vice President of Royce & Associates, LLC, a registered investment adviser whose clients include the Issuer and other registered investment companies. He is Vice President of the Issuer and such other investment companies. These companies are located at 1414 Avenue of the Americas, New York, New York 10019.
- (d) Not applicable.
- (e) Not applicable.
- (f) Mr. George is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

This schedule is being filed as a result of Mr. George acquiring a total of 453,940 shares of the Issuer's Common Stock through a rights offering effected during June 2005 for an aggregate purchase price of \$3,785,860. Mr. George also acquired 10,116 shares of the Issuer's Common Stock through dividend reinvestment on June 23, 2005, which increased his beneficial holdings of the Issuer's Common Stock in excess of one additional percentage point. Mr. George used his own personal funds to pay for the shares of the Issuer's Common Stock he acquired in this transaction.

Item 4. Purpose of Transaction.

Mr. George purchased the shares of the Issuer's Common Stock as an investment for his own account.

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| CUSIP No. 78080N108 | 13D | Page 5 of 5 Pages |
|---------------------|-----|-------------------|

Item 5. Interest in Securities of Issuer.

(a) Mr. George beneficially owned 1,188,584 shares or 8.69% of the Issuer's outstanding Common Stock as of June 27, 2005.

(b) Mr. George has sole voting and sole dispositive powers as to all of the shares shown in item 5(a) above.

(c) In the 60 days prior to the date of filing of this statement, Mr. George did not effect any transactions other than those described above in the Common Stock of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Not applicable.

Item 7. Materials to be Filed as Exhibits.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

July 29, 2005

(Date)

/s/ W. Whitney George

(Signature)

W. Whitney George