

ROBERTS GEORGE R
Form 3
August 01, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
K K R Fund Holdings L.P.
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
07/30/2018

3. Issuer Name and Ticker or Trading Symbol
Focus Financial Partners Inc. [FOCS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)

C/O KOHLBERG KRAVIS
ROBERTS & CO. L.P., 9
WEST 57TH STREET, SUITE
4200
(Street)

NEW YORK, NY 10019
(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 487,112 | I | See Footnotes (1) (6) (8) (9) |
| Class A Common Stock | 4,114,647 | I | See Footnotes (2) (7) (8) (9) |
| Class A Common Stock | 538,048 | I | See Footnotes (3) (7) (8) (9) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Units of Focus Financial Partners, LLC <u>(4)</u> | Â <u>(4)</u> | Â <u>(4)</u> | Class A Common Stock | 4,384,002 | \$ <u>(4)</u> | I | See Footnotes <u>(5)</u> <u>(6)</u> <u>(8)</u> <u>(9)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KKR Fund Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KKR Management Holdings L.P. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KKR Management Holdings Corp C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KKR Group Holdings Corp. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KKR & Co. Inc. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019 | Â | Â | Â | Â |
| KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. | Â | Â | Â | Â |

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9 WEST 57TH STREET, SUITE 4200
NEW YORK, NY 10019

ROBERTS GEORGE R
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. Â Â Â Â
2800 SAND HILL ROAD, SUITE 200
MENLO PARK, CA 94025

Signatures

KKR FUND HOLDINGS L.P. By: KKR Group Holdings Corp., a general partner By: /s/
Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J.
Janetschek, Chief Financial Officer 08/01/2018

__Signature of Reporting Person Date

KKR MANAGEMENT HOLDINGS L.P. By: KKR Management Holdings Corp., its general
partner By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for
William J. Janetschek, Chief Financial Officer 08/01/2018

__Signature of Reporting Person Date

KKR MANAGEMENT HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P.
Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 08/01/2018

__Signature of Reporting Person Date

KKR FUND HOLDINGS GP LIMITED By: /s/ Terence P. Gallagher Name: Terence P.
Gallagher Title: Attorney-in-fact for William J. Janetschek, Director 08/01/2018

__Signature of Reporting Person Date

KKR GROUP HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher
Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer 08/01/2018

__Signature of Reporting Person Date

KKR & CO. INC. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title:
Attorney-in-fact for William J. Janetschek, Chief Financial Officer 08/01/2018

__Signature of Reporting Person Date

KKR MANAGEMENT LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title:
Attorney-in-fact for William J. Janetschek, Chief Financial Officer 08/01/2018

__Signature of Reporting Person Date

HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title:
Attorney-in-fact 08/01/2018

__Signature of Reporting Person Date

GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title:
Attorney-in-fact 08/01/2018

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) These shares of Class A common stock ("Class A Common Stock") of Focus Financial Partners Inc. (the "Issuer") are held by KKR Freya Aggregator L.P.
- (2) These shares of Class A Common Stock are held by KKR Americas XII (Freya) Blocker Parent L.P.

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- (3) These shares of Class A Common Stock are held by KKR Americas XII EEA (Freya) Blocker Parent L.P.
- Units of Focus Financial Partners, LLC represent limited liability company units of Focus Financial Partners, LLC and an equal number of shares of Class B common stock ("Class B Common Stock") of the Issuer, which together are exchangeable, at the option of Focus
- (4) Financial Partners, LLC or the Issuer, on a one-for-one basis for (i) a share of Class A Common Stock, 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.
- (5) Units of Focus Financial Partners, LLC are held by KKR Freya Aggregator L.P.
- KKR Freya Aggregator GP LLC is the general partner of KKR Freya Aggregator L.P., KKR Americas Fund XII (Freya) L.P. is the sole member of KKR Freya Aggregator GP LLC, KKR Associates Americas XII AIV L.P. is the general partner of KKR Americas Fund XII (Freya) L.P., KKR Americas XII AIV GP LLC is the general partner of KKR Associates Americas XII AIV L.P., KKR
- (6) Management Holdings L.P. is the sole member of KKR Americas XII AIV GP LLC and KKR Management Holdings Corp. is the general partner of KKR Management Holdings L.P.
- KKR Associates Americas XII L.P. is the general partner of KKR Americas XII (Freya) Blocker Parent L.P. and KKR Americas XII
- (7) EEA (Freya) Blocker Parent L.P., KKR Americas XII Limited is the general partner of KKR Associates Americas XII L.P. and KKR Fund Holdings L.P. is the sole shareholder of KKR Americas XII Limited. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P.
- KKR Group Holdings Corp. is the sole shareholder of KKR Management Holdings Corp., the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp.
- (8) KKR Management LLC is the controlling shareholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting
- (9) Person's 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 Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

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Remarks:

BecauseÂ noÂ moreÂ thanÂ 10Â reportingÂ personsÂ canÂ fileÂ anyÂ oneÂ FormÂ 3Â throughÂ theÂ SecuritiesÂ andÂ I

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.