# FORM 3

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

OMB APPROVAL				
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nours per response	e 0.5			

### INITIAL STATEMENT OF 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

(Print or Type Responses)								
1. Name and Address of Reporting Person * MULSHINE BRENDAN MARTIN	2. Date of Event Requiring Statement (Month/Day/Year) 07/21/2021		it (Month/Day/Year) RYA		Issuer Name and Ticker or Trading Symbol YAN SPECIALTY GROUP HOLDINGS, INC. [RYAN]			
(Last) (First) (Middle) TWO PRUDENTIAL PLAZA, 180 N. STETSON AVENUE, SUITE 4600				4. Relationship of Issuer (Check	Reporting Perso all applicable)	Filed(N	Filed(Month/Day/Year)	
(Street) CHICAGO, IL 60601				X_ Officer (give tit below)		6. Indi Applicat _X_ For	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)			Table I -	Non-Derivat	ive Securities	Beneficially	Owned	
1.Title of Security (Instr. 4)		Ве	Amount of Secretaria (Secretaria) Amount of Secre	ed	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Inc (Instr. 5)	lirect Beneficial Ownership	
Class A Common Stock		74	1,592	111		Held jointly spouse	eld jointly by Reporting Person and his pouse	
Class B Common Stock (2)			02,869		D (1)			
Reminder: Report on a separate line for each class  Persons who respondent unless the form distributed in the separate line for each class are classified in the separate line for each classified in the	ond to the o splays a cu	collection rrently val	of information id OMB contr	n contained in to ol number.		·		
1. Title of Derivative Security (Instr. 4)	2. Date Exer and Expirati	. Date Exercisable and Expiration Date Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		5. Ownership Form of Derivative Security: Dire	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Expiration Date Title Amount or Number of Shares Security	(D) or Indirect (I) (Instr. 5)	ct					
Common Units (3)	(3)	<u>(3)</u>	Class A Common Stock	802,869	\$ <u>(3)</u>	D (1)		
Common Units [Obligation to Sell] (4)	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	118,769	\$ <u>(4)</u>	D (1)		
Common Units [Obligation to Sell] (4)	<u>(4)</u>	(4)	Class A Common	13,163	\$ <sup>(4)</sup>	I (1)	Held jointly by Reporting Person and his spouse	

## **Reporting Owners**

ĺ		Relationships			
Reporting Owner Name / Address		Director	10% Owner	Officer	Other
	MULSHINE BRENDAN MARTIN TWO PRUDENTIAL PLAZA 180 N. STETSON AVENUE, SUITE 4600 CHICAGO, IL 60601			See Remarks	

## Signatures

/s/ Mark Katz, as Attorney-in-Fact	07/21/2021	
**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) The Reporting Person disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- Shares of Class B Common Stock par value \$0.001 ("Class B Common Stock") do not represent economic interests in the Issuer. Except as provided in the Issuer's certificate of incorporation or as required by applicable law, holders of Class B Common Stock will be initially entitled to 10 votes per share on all matters to be voted on by the Issuer's stockholders generally. Upon exchange of Common Units ("Common Units") of Ryan Specialty Group, LLC that are held by the Reporting Person and reported in Table II hereof, an equal number of shares of the Issuer's Class B Common Stock will be cancelled for no consideration.
- Pursuant to the Sixth Amended and Restated Limited Liability Company Agreement of Ryan Specialty Group, LLC, as amended, the Reporting Person may exchange all or

  a portion of such person's Common Units (together with the delivery of an equal number of shares of Class B Common Stock) for shares of Class A Common Stock, par
  value \$0.001 ("Class A Common Stock") of the Issuer on a one-for-one basis, subject to customary adjustments, or, at the option of the Issuer, cash (based on the thenmarket value of the Class A Common Stock).
- (4) Represents Common Units of Ryan Specialty Group, LLC to be sold to the Issuer pursuant to the Mandatory Participation described in the Issuer's preliminary prospectus filed on July 12, 2021.

### Remarks:

Executive Vice President and Chief Revenue Officer

Exhibit List: Exhibit 24 - Power of Attorney

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.

#### POWER OF ATTORNEY

#### FOR SECTION 16 REPORTING OBLIGATIONS

July 21, 2021

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Mark Katz, Jeremiah Bickham, Ian Ackerman, Craig Garvey and Robert Goedert, signing singly, the undersigned's true and lawful attorney-infact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding common stock of Ryan Specialty Group Holdings, Inc., a Delaware Corporation (the "Company"), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (including any amendments, supplements or exhibits thereto) and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority, including without limitation the filing of a Form ID or any other documents necessary or appropriate to enable the undersigned to file the Form 3, 4 and 5 electronically with the SEC; (iii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to each of the undersigned's attorneys-in-fact appointed by this Power of Attorney and ratifies any such release of information; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date first written above.

Signed and acknowledged:

/s/ Brendan Mulshine
----Name: Brendan Mulshine

Name: Brendan Mulshine