

## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## OMB APPROVAL

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>RYAN PATRICK G</u>  (Last) (First) (Middle) <u>TWO PRUDENTIAL PLAZA</u> <u>180 N. STETSON AVE., SUITE 4600</u>  (Street) <u>CHICAGO IL 60601</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RYAN SPECIALTY HOLDINGS, INC. [ RYAN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>11/16/2022</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>Chief Executive Officer</u>  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
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	11/16/2022		P		82,112	A	\$33.8041 <sup>(1)</sup>	5,792,533 <sup>(2)</sup>	I <sup>(3)</sup>	By Insider Living Trust <sup>(4)</sup>
Class A Common Stock	11/16/2022		P		9,088	A	\$34.3554 <sup>(5)</sup>	5,801,621	I <sup>(3)</sup>	By Insider Living Trust <sup>(4)</sup>
Class A Common Stock	11/16/2022		P		82,111	A	\$33.8041 <sup>(1)</sup>	5,792,532 <sup>(2)</sup>	I <sup>(3)</sup>	By Spouse Living Trust <sup>(6)</sup>
Class A Common Stock	11/16/2022		P		9,089	A	\$34.3554 <sup>(5)</sup>	5,801,621	I <sup>(3)</sup>	By Spouse Living Trust <sup>(6)</sup>
Class A Common Stock								668,199	I <sup>(3)</sup>	See Footnote <sup>(7)</sup>

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Explanation of Responses:

- The price reported is a weighted average price. These shares of Class A Common Stock of Ryan Specialty Holdings, Inc. (the "Issuer") were sold in multiple transactions ranging from \$33.32 to \$34.31, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price in the ranges set forth in this footnote.
- Excludes certain shares that the Reporting Person gifted in 2022 that will be reported subsequently on a Form 5
- The Reporting Person disclaims beneficial ownership except to the extent of their pecuniary interest therein.
- By Reporting Person and Spouse, as co-trustees of Patrick G. Ryan Living Trust dated July 10, 2001
- The price reported is a weighted average price. These shares of Class A Common Stock of the Issuer were sold in multiple transactions ranging from \$34.32 to \$34.41, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price in the ranges set forth in this footnote.
- By Reporting Person and Spouse, as co-trustees of Shirley W. Ryan Living Trust dated July 10, 2001
- Represents Class A Common Stock, par value \$0.001 ("Class A Common Stock") of the Issuer held in trusts and other entities for the benefit of the Reporting Person's family members.

## Remarks:

/s/ Mark Katz, as Attorney-in-Fact 11/16/2022

\*\* 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 Number.

