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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

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 for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * <u>CORTEZI NICHOLAS DOMINIC</u> <hr/> (Last) (First) (Middle) <u>155 NORTH WACKER DRIVE, SUITE 4000</u> <hr/> (Street) <u>CHICAGO IL 60606</u> <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>RYAN SPECIALTY HOLDINGS, INC. [RYAN]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>08/15/2024</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 B Common Stock ⁽¹⁾ | 08/15/2024 | | C | | 149,660 | D | \$0.00 | 4,112,039 | I ⁽²⁾ | By the Louise M. Cortezi Family Trust dated April 7, 2012 |
| Class A Common Stock | 08/15/2024 | | C | | 149,660 | A | \$0.00 | 149,660 | I ⁽²⁾ | By the Louise M. Cortezi Family Trust dated April 7, 2012 |
| Class B Common Stock ⁽¹⁾ | 08/15/2024 | | C | | 25,340 | D | \$0.00 | 696,232 | I ⁽²⁾ | By the Louise M. Cortezi Family Resource Trust dated January 1, 2018 |
| Class A Common Stock | 08/15/2024 | | C | | 25,340 | A | \$0.00 | 25,340 | I ⁽²⁾ | By the Louise M. Cortezi Family Resource Trust dated January 1, 2018 |
| Class A Common Stock | 08/15/2024 | | S | | 1,283 | D | \$65.0209 ⁽³⁾ | 148,377 | I ⁽²⁾ | By the Louise M. Cortezi Family Trust dated April 7, 2012 |

| 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 | 08/15/2024 | | S | | 217 | D | \$65.0209 ⁽³⁾ | 25,123 | I ⁽²⁾ | By the Louise M. Cortezi Family Resource Trust dated January 1, 2018 |
| Class A Common Stock | 08/16/2024 | | S | | 4,751 | D | \$64.54 ⁽⁴⁾ | 143,626 | I ⁽²⁾ | By the Louise M. Cortezi Family Trust dated April 7, 2012 |
| Class A Common Stock | 08/16/2024 | | S | | 804 | D | \$64.54 ⁽⁴⁾ | 24,319 | I ⁽²⁾ | By the Louise M. Cortezi Family Resource Trust dated January 1, 2018 |
| Class A Common Stock | 08/19/2024 | | S | | 29,932 | D | \$64.6861 ⁽⁵⁾ | 113,694 | I ⁽²⁾ | By the Louise M. Cortezi Family Trust dated April 7, 2012 |
| Class A Common Stock | 08/19/2024 | | S | | 5,068 | D | \$64.6861 ⁽⁵⁾ | 19,251 | I ⁽²⁾ | By the Louise M. Cortezi Family Resource Trust dated January 1, 2018 |
| Class A Common Stock | | | | | | | | 2,697 ⁽⁶⁾ | D | |

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 | Title | Amount or Number of Shares | | | | |
| Common Units | \$0.00 | 08/15/2024 | | C | | 149,660 | | (7) | (7) | Class A Common Stock | 149,660 | \$0.00 | 4,112,039 | I ⁽²⁾ | By the Louise M. Cortezi Family Trust dated April 7, 2012 |
| Common Units | \$0.00 | 08/15/2024 | | C | | 25,340 | | (7) | (7) | Class A Common Stock | 25,340 | \$0.00 | 696,232 | I ⁽²⁾ | By the Louise M. Cortezi Family Resource Trust dated January 1, 2018 |

Explanation of Responses:

1. Shares of Class B Common Stock, par value \$0.001 per share, ("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 New Ryan Specialty, LLC that are held by the Reporting Person and reported in Table II hereof, for an equal number of shares of Class A Common Stock, par value \$0.001 per share, ("Class A Common Stock") of the Issuer, an equal number of shares of the Issuer's Class B Common Stock will be cancelled for no consideration.

2. The reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

3. The price reported is a weighted average price. These shares of Class A Common Stock, par value \$0.001, (the "Class A Common Stock") of Ryan Specialty Holdings, Inc. (the "Issuer") were sold in multiple transactions ranging from \$65.00 to \$65.09, 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 Class A Common Stock sold at each separate price in the ranges set forth in this footnote.

4. The price reported is a weighted average price. These shares of Class A Common Stock, par value \$0.001, (the "Class A Common Stock") of Ryan Specialty Holdings, Inc. (the "Issuer") were sold in multiple transactions ranging from \$64.50 to \$64.76, 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 Class A Common Stock sold at each separate price in the ranges set forth in this footnote.

5. The price reported is a weighted average price. These shares of Class A Common Stock, par value \$0.001, (the "Class A Common Stock") of Ryan Specialty Holdings, Inc. (the "Issuer") were sold in multiple transactions ranging from \$64.50 to \$65.12, 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 Class A Common Stock sold at each separate price in the ranges set forth in this footnote.

6. The reported securities represent Restricted Stock Units that vested immediately upon grant for which the reporting person has elected to defer settlement until their separation from service on the board of directors.

7. Pursuant to the Amended and Restated Limited Liability Company Agreement of New Ryan Specialty, LLC, as amended, the reporting person may exchange all or a portion of such person's Common Units of the LLC (together with the delivery of an equal number of shares of Class B Common Stock of the Issuer) for shares of 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 then-market value of the Class A Common Stock). The Common Units do not expire.

Remarks:

/s/ Mark S. Katz, as Attorney-in-Fact 08/19/2024

** 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.