

ROYCE FOCUS TRUST INC  
Form 4/A  
December 23, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
GEORGE W WHITNEY

2. Issuer Name and Ticker or Trading Symbol  
ROYCE FOCUS TRUST INC  
[FUND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O ROYCE & ASSOCIATES  
LLC, 745 FIFTH AVE

(Street)

NEW YORK, NY 10151

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/19/2014

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice President / VP - Investment Advisor

4. If Amendment, Date Original Filed(Month/Day/Year)  
12/22/2014

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 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 Ownership (Instr. 4) |           |   |                                |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----------|---|--------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |           |   |                                |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |           |   |                                |
| Common Stock                    | 12/19/2014                           |  | P                              |   | 9,330   | A  | \$ 7.349                          | 2,247,689 | D |                                |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 976,160   | I | Held by Spouse                 |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 424,912   | I | Held by Children               |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 145,970   | I | Held in a Trust <sup>(1)</sup> |

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

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 control number.

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |                         |
|---|---------------|-----------|----------------|-------------------------|
|   | Director      | 10% Owner | Officer        | Other                   |
| GEORGE W WHITNEY<br>C/O ROYCE & ASSOCIATES LLC<br>745 FIFTH AVE<br>NEW YORK, NY 10151 | X             | X         | Vice President | VP - Investment Advisor |

## Signatures

W. Whitney  
George 12/23/2014

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Shares held in The Mallory Descendant's Trust U/T/A DTD 12/13/2013 (the "Trust"). Mr. George serves as trustee of the Trust and, in (1) such capacity, has investment and voting discretion over shares held by the Trust. Mr. George's spouse has a pecuniary interest in the Trust.

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.