

ROYCE FOCUS TRUST INC
Form SC 13D/A
January 13, 2015
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 14)*

Royce Focus Trust, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

78080N108
(CUSIP Number)

W. Whitney George, 745 Fifth Avenue, New York, New York 10151, (212) 508-4500
(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

January 5, 2015
(Date of Event Which Requires Filing of this Statement)

If the filing
person has
previously filed
a statement on
Schedule 13G to
report the
acquisition that
is the subject of
this Schedule
13D, and is
filing this
schedule
because of
ss.240.13d-1(e),
240.13d 1(f) or
240.13d-1(g),
check the
following box
.

*Note: Six
copies of this
statement,
including all

exhibits, should
be filed with the
Commission.

See Rule
13d-1(a) for
other parties to
whom copies are
to be sent.

* The
remainder of
this cover page
shall be filled
out for a
reporting
person's initial
filing on this
form with
respect to the
subject class of
securities, and
for any
subsequent
amendment
containing
information
which would
alter disclosures
provided in a
prior cover page.

CUSIP No. 78080N108 13D Page 2 of 5 Pages

1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

W. Whitney George

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d)
OR 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.A.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7. SOLE VOTING POWER

5,175,564

8. SHARED VOTING POWER

0

SOLE

9. DISPOSITIVE
POWER

5,175,564

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,175,564

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

22.96%

14. TYPE OF REPORTING PERSON

IN

CUSIP No. 78080N108 13D Page 3 of 5 Pages

Item 1. Security and Issuer.

The title and class of equity securities to which this statement relates is Common Stock.

The name and address of the principal executive offices of the Issuer are:

Royce Focus Trust, Inc.
745 Fifth Avenue
New York, New York 10151

Item 2. Identity and Background.

(a) The name of the person filing this statement is W. Whitney George.

(b) Mr. George's business address is 745 Fifth Avenue, New York, New York 10151.

(c) Mr. George is Managing Director and Vice President of Royce & Associates, LLC ("Royce"), a registered investment adviser whose clients include the Issuer and other registered investment companies. He is a Director and Vice President of the Issuer and such other investment companies. These companies are located at 745 Fifth Avenue, New York, New York 10151.

(d) Not applicable.

(e) Not applicable.

(f) Mr. George is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

There have been no changes since the last Schedule 13D filing.

Item
4. Purpose of Transaction.

Mr. George purchased the shares of the Issuer's Common Stock as an investment for his own account.

Mr. George currently acts as the Issuer's portfolio manager and is an employee of Royce. In December, the Issuer's Board of Directors approved a new investment advisory agreement (the "Agreement") with Sprott Asset Management L.P., a Toronto based alternative asset manager ("Sprott"). Mr. George will continue as the Issuer's portfolio manager following his departure from employment with Royce. The Issuer is seeking shareholders' approval of the Agreement as required by Section 13 of the Investment Company Act of 1940. During this transition, Mr. George will continue as an employee of Royce and as the Issuer's portfolio manager. After the transition, Mr. George will become an employee of an affiliate of Sprott and continue as the Issuer's portfolio manager.

Except as set forth above, Mr. George does not have any present plan or proposal, which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon completion of any of the actions discussed above. Mr. George reserves the right, at a later date, to effect one or more of such changes or transactions in the number of Common Stock they may be deemed to beneficially own.

CUSIP No. 78080N108 13D Page 4 of 5 Pages

Item 5. Interest in Securities of the Issuer.

(a) Mr. George had sole investment and voting discretion over 5,175,564 shares or 22.96% of the Issuer's outstanding Common Stock as of January 12, 2015.

(b) Mr. George has sole voting and sole dispositive powers as to all of the shares shown in Item 5(a) above.

In the 60 days prior to the date of filing of this statement, Mr. George effected the following purchases of the Common Stock of the Issuer, which were effected in the open market and not previously reported on any Schedule 13D filing: (i) 26,130 shares at \$7.277 per share on December 18, 2014; (ii) 9,330 shares at \$7.349 per share on December 19, 2014; (iii) 27,727 shares at \$7.398 per share on December 22, 2014; (iv) 7,525 shares at \$7.347 per share on December 24, 2014; (v) 100 shares at \$7.35 per share on December 26, 2014; (vi) 12,375 shares at \$7.35 per share on December 29, 2014; (vii) 20,600 shares at \$7.328 per share on December 30, 2014; (viii) 14,400 shares at \$7.153 per share on January 5, 2015; (ix) 35,600 shares at \$7.126 per share on January 6, 2015 and (x) 6,300 shares at \$7.195 per share on January 7, 2015.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 13, 2015
(Date)

By: /s/ W. Whitney George
(Signature)
W. Whitney George

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SK 03883 0019 6325489 v2