

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers 1,500,000 shares of the Class A common stock, par value \$0.001 per share (the "Common Stock"), of Floor & Decor Holdings, Inc. (the "Registrant") available for issuance under the Floor & Decor Holdings, Inc. Employee Stock Purchase Plan (the "ESPP"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of the Registrant that become issuable under the ESPP to prevent dilution by reason of any stock dividend, stock split, recapitalization or any similar transaction effected without the receipt of consideration that results in an increase in the number of outstanding shares of Common Stock.
 - (2) Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the registration fee on the basis of \$46.25 per share, which is the average of the high and low prices of the Common Stock, as reported on the New York Stock Exchange, on May 17, 2018.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Items 1 and 2 of Part I of the Form S-8 is omitted from this Registration Statement in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of Form S-8. The documents containing the information specified in Part I will be delivered to the participants in the Plans covered by this Registration Statement as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which previously have been filed with the Securities and Exchange Commission (the "Commission"), are hereby incorporated by reference into this Registration Statement:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 28, 2017 filed with the Commission on March 5, 2018;
- (b) the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 29, 2018 filed with the Commission on May 3, 2018; and
- (c) the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 27, 2018;
- (d) the Registrant's Current Report on Form 8-K, filed with the Commission on May 18, 2018; and
- (e) the description of the Common Stock set forth in the Registrant's registration statement on Form 8-A (File No.001-38070) filed with the Commission on April 24, 2017 pursuant to Section 12 of the Exchange Act of 1934, as amended (the "Exchange Act").

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effectiveness of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all offerings of securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

In no event, however, will any information that the Registrant discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission be incorporated by reference into, or otherwise become a part of, this Registration Statement. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this Registration Statement after the most recent effective date may modify or replace existing statements contained in this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities, including reimbursement for expenses incurred, arising under the Securities Act.

The Registrant's certificate of incorporation and bylaws provide for indemnification of its directors, officers, employees, and other agents to the maximum extent permitted by the DGCL.

In addition, the Registrant has entered into indemnification agreements with its directors and officers containing provisions that are in some respects broader than the specific indemnification provisions contained in the DGCL. The indemnification agreements require the Registrant, among other things, to indemnify its directors against certain liabilities that may arise by reason of their status or service as directors and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified.

The Registrant maintains insurance policies that indemnify its directors and officers against various liabilities arising under the Securities Act and the Exchange Act that might be incurred by any director or officer in his or her capacity as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Document</u>
3.1	<u>Restated Certificate of Incorporation of Floor & Decor Holdings, Inc. (filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (File No. 333-216000) and incorporated by reference herein).</u>
3.2	<u>Second Amended and Restated Bylaws of Floor & Decor Holdings, Inc. (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (File No. 333-216000) and incorporated by reference herein).</u>
4.1	<u>Specimen Class A Common Stock Certificate (Filed as an exhibit to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (File No. 333-216000) filed with the SEC on April 17, 2017, and incorporated by reference herein.)</u>
4.2	<u>Registration Rights Agreement, dated May 2, 2017, by and among Floor & Decor Holdings, Inc., Ares Corporate Opportunities Fund III, L.P., FS Equity Partners VI, L.P. and the other stockholders party thereto (Filed as an exhibit to Registrant's Form 8-K (File No. 001-38070) filed with the SEC on May 2, 2017, and incorporated by reference herein.)</u>
4.3	<u>Investor Rights Agreement, dated May 2, 2017, by and among Floor & Decor Holdings, Inc., Ares Corporate Opportunities Fund III, L.P., FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. (Filed as an exhibit to Registrant's Form 8-K (File No. 001-38070) filed with the SEC on May 2, 2017, and incorporated by reference herein.)</u>
5.1	<u>Opinion of Proskauer Rose LLP.</u>

Exhibit Number	Exhibit Document
23.1	Consent of Proskauer Rose LLP (included in Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent registered public accounting firm.
24.1	Power of Attorney (included on the signature page of this Form S-8).
99.1	Form of Floor & Decor Holdings, Inc. Employee Stock Purchase Plan. (filed as Annex A to the Registrant's Definitive Proxy Statement (File No. 001-38070) and incorporated by reference herein). #
99.2	First Amendment to Floor & Decor Holdings, Inc. Employee Stock Purchase Plan. #

Denotes a management contract or compensatory plan or arrangement.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(i) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(1) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(2) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(i)(1) and (a)(i)(2) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(ii) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and

(iii) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein,

and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

	<u>Signatures</u>	<u>Title</u>	<u>Date</u>
By:	<u>/s/ BRAD J. BRUTOCAO</u> Brad J. Brutocao	Director	May 22, 2018
By:	<u>/s/ MICHAEL FUNG</u> Michael Fung	Director	May 22, 2018
By:	<u>/s/ DAVID B. KAPLAN</u> David B. Kaplan	Director	May 22, 2018
By:	<u>/s/ RACHEL H. LEE</u> Rachel H. Lee	Director	May 22, 2018
By:	<u>/s/ JOHN M. ROTH</u> John M. Roth	Director	May 22, 2018
By:	<u>/s/ PETER M. STARRETT</u> Peter M. Starrett	Director	May 22, 2018
By:	<u>/s/ RICHARD L. SULLIVAN</u> Richard L. Sullivan	Director	May 22, 2018
By:	<u>/s/ FELICIA D. THORNTON</u> Felicia D. Thornton	Director	May 22, 2018

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[POWER OF ATTORNEY](#)



May 22, 2018
Floor & Decor Holdings, Inc.
2233 Lake Park Drive
Smyrna, GA 30080

Ladies and Gentlemen:

We are acting as counsel to Floor & Decor Holdings, Inc. (f/k/a/ FDO Holdings, Inc.), a Delaware corporation (the "*Company*"), in connection with the preparation and filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "*Securities Act*") of a registration statement on Form S-8, as amended (the "*Registration Statement*"), and the rules and regulations thereunder, relating to the registration of 1,500,000 shares (the "*Shares*") of the Company's common stock, \$0.001 par value per share (the "*Common Stock*"), that may be issued pursuant to the Floor & Decor Holdings, Inc. Employee Stock Purchase Plan (the "*Plan*").

As such counsel, we have participated in the preparation of the Registration Statement and have examined originals or copies of such documents, corporate records and other instruments as we have deemed relevant, including, without limitation: (i) the restated certificate of incorporation of the Company, filed as Exhibit 3.1 to the Registration Statement; (ii) the second amended and restated bylaws of the Company, filed as Exhibit 3.2 to the Registration Statement; (iii) certain resolutions of the Board of Directors of the Company and Compensation Committee of the Board of Directors of the Company relating to the authorization and issuance of the Shares; (iv) certain minutes of a meeting of the Company's stockholders relating to the adoption of the Plan; (v) the Plan; and (vi) the Registration Statement, together with the other exhibits filed as a part thereof.

We have made such examination of law as we have deemed necessary to express the opinion contained herein. As to matters of fact relevant to this opinion, we have relied upon, and assumed without independent verification, the accuracy of certificates of public officials and officers of the Company. We have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, facsimile or photostatic copies, and the authenticity of the originals of such copies. We have also assumed that certificates representing the Shares will have been properly signed by authorized officers of the Company or their agents.

Based upon the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion, assuming no change in the applicable law or pertinent facts, that the Shares when and to the extent issued in accordance with the terms of the Plan and, if applicable, the options granted thereunder, including payment of the applicable exercise price therefor, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the General Corporation Law of the State of Delaware, and we express no opinion as to the laws, statutes, rules or regulations of any other jurisdiction. The reference and limitation to the "General Corporation Law of the State of Delaware" includes all applicable Delaware statutory provisions of law and reported judicial decisions interpreting these laws.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Proskauer Rose LLP

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[Exhibit 5.1](#)

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Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Employee Stock Purchase Plan of Floor & Decor Holdings, Inc. of our report dated March 5, 2018, with respect to the consolidated financial statements of Floor & Decor Holdings, Inc. included in its Annual Report (Form 10-K) for the fiscal year ended December 28, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Atlanta, Georgia
May 21, 2018

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[Exhibit 23.2](#)

[Consent of Independent Registered Public Accounting Firm](#)

**FIRST AMENDMENT TO
FLOOR & DECOR HOLDINGS, INC.
EMPLOYEE STOCK PURCHASE PLAN**

WHEREAS, Floor & Decor Holdings, Inc. (the "**Company**") maintains the Floor & Decor Holdings, Inc. Employee Stock Purchase Plan (as amended, the "**Plan**");

WHEREAS, pursuant to Section 20 of the Plan, the Compensation Committee (the "**Committee**") of the Board of Directors (the "**Board**") of the Company may at any time amend the Plan; and

WHEREAS, the Committee desires to amend the Plan as set forth herein.

NOW, THEREFORE, pursuant to Section 20 of the Plan, effective as of May 18, 2018, Section 2(g) is deleted in its entirety and replaced with the following:

"(g) "**Continuous Service**" shall mean the period of time, uninterrupted by a termination of employment, and immediately preceding an Offering Date, that an Employee has been employed by the Company and/or a Designated Subsidiary. Such period of time shall include any period of leave of less than ninety (90) days. For the purposes of the Plan, unless otherwise determined by the Committee, any period of leave ninety (90) days or longer shall be deemed to cause a termination of employment effective as of the ninety-first (91st) day of such leave."

FURTHER, pursuant to Section 20 of the Plan, effective as of May 18, 2018, Section 8(b) is deleted in its entirety and replaced with the following:

"(b) Subject to the provisions of Section 8(c) below, once enrolled in the Plan, a Participant may increase or decrease an existing payroll deduction authorization twice during a calendar year. Changes in payroll deduction authorizations during a Subscription Period shall become effective after a notice of change is received by the person or office designated by the Committee to receive and accept such changes but in no case will such change take effect until the Purchase Period following receipt of such notice. A Participant may cancel an existing payroll deduction authorization at any time pursuant to Section 14(a) hereof and thereby terminate participation in the Plan with respect to a Purchase Period."

FURTHER, pursuant to Section 20 of the Plan, effective as of May 18, 2018, Section 9(a) is deleted in its entirety and replaced with the following:

"(a) A Participant's election to purchase Shares shall be exercised automatically on each Exercise Date following a Participant's election, and the maximum number of whole Shares subject to such Option shall be purchased for such Participant at the applicable Option price with the accumulated payroll deductions in such Participant's account. Any portion of Participant's accumulated payroll deductions in such Participant's account that was not used to purchase a whole number Shares, shall be accumulated in such Participant's account and, unless earlier refunded to Participant, applied on the following Exercise Date. If all or any portion of the Shares cannot reasonably be purchased on the Exercise Date in the sole discretion of the Committee because of unavailability or any other reason, such purchase shall be made as soon thereafter as feasible. Shares shall be credited to the Participant's account as soon as administratively feasible after the Exercise Date."

FURTHER, pursuant to Section 20 of the Plan, effective as of May 18, 2018, the last sentence of the second paragraph of Section 10 is deleted in its entirety;

FURTHER, pursuant to Section 20 of the Plan, effective as of May 18, 2018, Section 15 is deleted in its entirety; and

FURTHER, pursuant to Section 20 of the Plan, effective as of May 18, 2018, Section 17 is deleted in its entirety and replaced with the following:

Termination of Continuous Service; Other Involuntary Withdrawal. Unless otherwise determined by the Committee, if (a) a Participant's Continuous Service terminates for any reason or (b) a Participant ceases to be an Eligible Employee within fifteen (15) days prior to the next succeeding Exercise Date, the entire payroll deduction amount of such Employee on the effective date of such occurrence shall be used to purchase Shares hereunder as of the next succeeding Exercise Date. Notwithstanding the foregoing, if (i) the date of such occurrence is more than fifteen (15) days prior to the next succeeding Exercise Date or (ii) a Designated Subsidiary that employs a Participant is no longer part of the Plan, the entire payroll deduction amount of such Participant on the effective date of any such occurrence shall be refunded to such Participant."

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Committee has approved the amendment to the Plan as set forth herein, the Committee has authorized the undersigned officer of the Company to execute this amendment, and the undersigned has caused this amendment to be executed this 18th day of May, 2018.

FLOOR & DECOR HOLDINGS, INC.

By: _____ /s/ DAVID V. CHRISTOPHERSON

David V. Christopherson
*Executive Vice President & General Counsel Floor & Decor
Holdings, Inc.*

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[Exhibit 99.2](#)

[FIRST AMENDMENT TO FLOOR & DECOR HOLDINGS, INC. EMPLOYEE STOCK PURCHASE PLAN](#)