

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**FLOOR & DECOR HOLDINGS, INC.**

(Name of Issuer)

**Class A Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**339750 101**

(CUSIP Number)

**William Wardlaw  
FS Capital Partners VI, LLC  
11100 Santa Monica Boulevard, Suite 1900  
Los Angeles, California 90025**

**Tel No: (310) 444-1822**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**May 2, 2017**

(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 §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 339750 10 1

1. Names of Reporting Persons  
FS Equity Partners VI, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)  
OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization  
Delaware

|   |   |  |
|---|---|--|
|   | 7.  | Sole Voting Power<br>0   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>74,860,511* (See Items 3, 4, 5 and 6)     |
|   | 9.  | Sole Dispositive Power<br>21,892,477** (See Items 3, 4, 5 and 6) |
|   | 10.   | Shared Dispositive Power<br>0                                    |
| 11.   | Aggregate Amount Beneficially Owned by Each Reporting Person<br>74,860,511* (See Items 3, 4, 5 and 6)         |  |
| 12.   | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |  |
| 13.   | Percent of Class Represented by Amount in Row (11)<br>82.2% (See Item 3, 4, 5 and 6)                          |  |
| 14.   | Type of Reporting Person (See Instructions)<br>PN   |  |

\* Consists of (1) 18,262,008 shares of Class A common stock held by FS Equity Partners VI, L.P. ("FS Equity VI"), (2) 775,756 shares of Class A common stock held by FS Affiliates VI, L.P. ("FS Affiliates VI" and, collectively with FS Equity VI and their respective affiliates, "Freeman Spogli"), (3) 52,192,278 shares of Class A common stock held by Ares Corporate Opportunities Fund III, L.P. ("ACOF"), and (4) 3,630,469 shares of the Issuer's Class C common stock held by FS Equity VI, which are currently convertible at the election of FS Equity VI into shares of the Issuer's Class A common stock pursuant to the Issuer's restated certificate of incorporation (the "Charter") assuming that FS Equity VI converts the maximum number of shares of the Issuer's Class C common stock allowed pursuant to the charter and FS Affiliates VI does not convert any of its shares of the Issuer's Class C common stock. Freeman Spogli may convert shares of Class C common stock into shares of the Issuer's Class A common stock, in whole or in part, at any time and from time to time at its option, on a one for one basis so long as at such time either ACOF and its affiliates or Freeman Spogli do not own more than 24.9% of the Common Stock after giving effect to any such conversion (See Item 5). The Reporting Person hereby expressly disclaims the existence of, and membership, in a "group" (within the meaning of Section 13(d)(3) of the Act and Rule 13d-5(b) thereunder) and disclaims beneficial ownership of the shares held by ACOF.

\*\* Consists of (1) 18,262,008 shares of Class A common stock held by FS Equity Partners VI, L.P. and (2) 3,630,469 shares of the Issuer's Class C common stock held by FS Equity Partners VI, L.P., which are currently convertible at the election of FS Equity Partners VI, L.P. into shares of the Issuer's Class A common stock pursuant to the Issuer's Charter.

CUSIP No. 339750 10 1

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|-----|---|--|
| 1.  | Names of Reporting Persons<br>FS Affiliates VI, L.P.                |  |
| 2.  | Check the Appropriate Box if a Member of a Group (See Instructions) |  |
| (a) | <input type="checkbox"/>  |  |
| (b) | <input checked="" type="checkbox"/>                                 |  |
| 3.  | SEC Use Only  |  |

4. Source of Funds (See Instructions)  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization  
Delaware

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7. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
74,860,511\* (See Item 3, 4, 5 and 6)

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9. Sole Dispositive Power  
1,031,471 \*\* (See Item 3, 4, 5 and 6)

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10. Shared Dispositive Power  
0

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
74,860,511\* (See Item 3, 4, 5 and 6)

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
82.2% (See Item 3, 4, 5 and 6)

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14. Type of Reporting Person (See Instructions)  
OO

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\* Consists of (1) 775,756 shares of Class A common stock held by FS Affiliates VI, L.P. ("FS Affiliates VI"), (2) 18,262,008 shares of Class A common stock held by FS Equity Partners VI, L.P. ("FS Equity VI" and, collectively with FS Affiliates VI and their respective affiliates, "Freeman Spogli"), (3) 52,192,278 shares of Class A common stock held by Ares Corporate Opportunities Fund III, L.P. ("ACOF"), (4) 255,715 shares of the Issuer's Class C common stock held by FS Affiliates VI, which are currently convertible at the election of FS Affiliates VI, into shares of the Issuer's Class A common stock pursuant to the Issuer's restated certificate of incorporation (the "Charter"), and (5) 3,374,754 shares of the Issuer's Class C common stock held by FS Equity VI, which are currently convertible at the election of FS Equity VI into shares of the Issuer's Class A common stock pursuant to the Charter assuming that FS Affiliates VI converts the all of its shares of the Issuer's Class C common stock and FS Equity VI converts the maximum number of its shares of the Issuer's Class C common stock allowed pursuant to the Charter assuming a full conversion of FS Affiliates VI's Class C common stock. Freeman Spogli may convert shares of Class C common stock into shares of the Issuer's Class A common stock, in whole or in part, at any time and from time to time at its option, on a one for one basis so long as at such time either ACOF and its affiliates or Freeman Spogli do not own more than 24.9% of the Common Stock after giving effect to any such conversion (See Item 5). The Reporting Person hereby expressly disclaims the existence of, and membership, in a "group" (within the meaning of Section 13(d)(3) of the Act and Rule 13d-5(b) thereunder) and disclaims beneficial ownership of the shares held by ACOF.

\*\* Consists of (1) 775,756 shares of Class A common stock held by FS Affiliates VI and (2) 255,715 shares of the Issuer's Class C common stock held by FS Affiliates VI, which are currently convertible at the election of FS Affiliates VI into shares of the Issuer's Class A common stock pursuant to the Issuer's Charter.

1. Names of Reporting Persons  
FS Capital Partners VI, LLC

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

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(b)

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3. SEC Use Only

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4. Source of Funds (See Instructions)  
OO

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization  
Delaware

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7. Sole Voting Power  
0

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
74,860,511\* (See Item 3, 4, 5 and 6)

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9. Sole Dispositive Power  
22,668,233\*\* (See Item 3, 4, 5 and 6)

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10. Shared Dispositive Power  
0

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11. Aggregate Amount Beneficially Owned by Each Reporting Person  
74,860,511\* (See Item 3, 4, 5 and 6)

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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13. Percent of Class Represented by Amount in Row (11)  
82.2% (See Item 3, 4, 5 and 6)

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14. Type of Reporting Person (See Instructions)  
OO

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\* Consists of (1)19,037,764 shares of Class A common stock in the aggregate held by FS Affiliates VI, L.P. ("FS Affiliates VI") and FS Equity Partners VI, L.P. ("FS Equity VI" and, collectively with FS Affiliates VI and their respective affiliates, "Freeman Spogli"), (2) 52,192,278 shares of Class A common stock held by Ares Corporate Opportunities Fund III, L.P. ("ACOF"), and (3) 3,630,469 shares of the Issuer's Class C common stock in the aggregate held by FS Equity VI and FS Affiliates VI, which are currently convertible at the election of Freeman Spogli into shares of the Issuer's Class A common stock pursuant to the Issuer's restated certificate of incorporation (the "Charter"). Freeman Spogli may convert shares of Class C common stock into shares of the Issuer's Class A common stock, in whole or in part, at any time and from time to time at its option, on a one for one basis so long as at such time either ACOF and its affiliates or Freeman Spogli do not own more than 24.9% of the Common Stock after giving effect to any such conversion (See Item 5). The Reporting Person hereby expressly disclaims the existence of, and membership, in a "group" (within the meaning of Section 13(d)(3) of the Act and Rule 13d-5(b) thereunder) and disclaims beneficial ownership of the shares held by ACOF.

\*\* Consists of (1) 19,037,764 shares of Class A common stock in the aggregate held by FS Equity VI and FS Affiliates VI and (2) 3,630,469 shares of the Issuer's Class C common stock in the aggregate held by FS Equity VI and FS Affiliates VI, which are currently convertible at the election of Freeman Spogli into shares of the Issuer's Class A common stock pursuant to the Issuer's Charter.

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### Item 1. Security and Issuer

This statement on Schedule 13D relates to the Class A common stock, \$0.001 par value per share (the "Common Stock") of Floor & Decor Holdings, Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 2233 Lake Park Drive, Smyrna, Georgia, 30080.

### Item 2. Identity and Background

(a) This statement is being filed jointly by (i) FS Equity Partners VI, L.P. ("FS Equity VI"), (ii) FS Affiliates VI, L.P. ("FS Affiliates VI"), and (iii) FS Capital Partners VI, LLC ("FS Capital") (collectively, "Reporting Persons"). The Reporting Persons have entered into a joint filing agreement, dated as of May 12, 2017, a copy of which is attached hereto as Exhibit 99.1.

(b) The address of the principal office of each of the Reporting Persons is c/o Freeman Spogli & Co., 11100 Santa Monica Boulevard, Suite 1900, Los Angeles, California 90025. Schedule A sets forth with respect to each executive officer and director of FS Capital Partners, such person's name, business address and principal employment, the names and address of any business corporation or other organization in which such employment is conducted and such person's citizenship.

(c) The Reporting Persons are either holding companies without operations, or are principally engaged in the business of investment management and investing in securities. FS Capital Partners is the general partner of each of FS Equity VI and FS Affiliates VI.

Each of the Reporting Persons (other than each of FS Equity VI and FS Affiliates VI, with respect to the shares held directly by it), and the directors, officers, partners, stockholders, members and managers of the Reporting Persons expressly disclaims beneficial ownership of the shares of Common Stock, as defined in Rule 13d-3.

(d) During the last five years, none of the Reporting Persons or the persons listed on Schedule A have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons or the persons listed on Schedule A have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding he or she was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the Reporting Persons is organized in the State of Delaware.

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

Each of FS Equity VI and FS Affiliates VI acquired the shares of Common Stock that it holds directly and that are reported on this Schedule 13D prior to the Issuer's initial public offering (the "IPO"). The acquisition of the Issuer's Common Stock held by FS Equity VI and FS Affiliates VI was financed with cash on hand from contributions of partners of FS Equity VI and FS Affiliates VI.

### Item 4. Purpose of Transaction

In connection with the IPO, FS Equity VI and FS Affiliates VI entered into the Investor Rights Agreement (as defined below) with ACOF and the Issuer. Pursuant to the terms of the Investor Rights Agreement, FS Equity VI and FS Affiliates VI are entitled to nominate an aggregate of two members of the Issuer's board of directors (the "Board"). FS Equity VI and FS Affiliates VI have nominated Brad J. Brutocao and John M. Roth to the Board.

By virtue of their board representation, the Reporting Persons have influence over the Issuer's corporate activities, which may relate to, among other things, the Issuer's capitalization, management, business, operations, corporate governance, strategy, future plans and the other transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D. Additionally, the Reporting Persons review on a continuing basis their investment in the Issuer. Based on such review, one or more of the Reporting Persons, individually or in the aggregate, from time to time, may acquire, or cause to be acquired, through open market purchases, privately negotiated agreements or otherwise, additional securities or assets of the Issuer or its subsidiaries, dispose of, or cause to be disposed, securities of the Issuer or its subsidiaries (subject to the lock-up agreement described below), enter into or unwind hedging or other derivative transactions with respect to securities of the Issuer or its subsidiaries,

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form joint ventures with the Issuer or its subsidiaries, pledge their interest in securities of the Issuer or its subsidiaries as a means of obtaining liquidity or as credit support for loans for any purpose, or formulate other purposes, plans or proposals regarding the Issuer, its subsidiaries or any of their respective securities or assets, in light of the Reporting Persons' investment mandates and the general investment and trading policies of the Reporting Persons, the Issuer's business and prospects, financial condition and operating results, general market and industry conditions or other factors. If the Reporting Persons were to acquire additional equity of the Issuer, the Reporting Person's ability to influence the management, the board or the policies of the Issuer may increase. In addition, the Reporting Persons and their representatives and advisers will engage in communications with the Issuer's other directors and members of management and other security holders, industry participants and other interested parties concerning the Issuer, including with respect to the types of transactions disclosed in this paragraph or otherwise referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons will, from time to time, review or reconsider their position or change their purpose or formulate plans, strategies or proposals and take such actions with respect to the Issuer. These potential actions could involve one or more of the events or transactions disclosed in this paragraph or otherwise referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Except as set forth in this Schedule 13D, none of the Reporting Persons presently has any additional plans or proposals that relate to or would result in any of the transactions described in subparagraphs (a) through (j) of Item 4 of Schedule 13D.

The information set forth in Item 6 below is incorporated by reference in its entirety into this Item 4.

### Item 5. Interest in Securities of the Issuer

#### (a) Aggregate number and percentage of securities.

FS Equity VI directly holds 18,262,008 shares of Common Stock. FS Equity VI directly holds 6,019,774 shares of the Issuer's Class C common stock. FS Affiliates VI

directly holds 775,756 shares of Common Stock, and 255,715 shares of Issuer's Class C common stock. 3,630,469 of the aggregate shares of Issuer's Class C common stock are currently convertible at the election of the Reporting Persons into shares of Common Stock pursuant to the Issuer's restated certificate of incorporation (the "Charter"). The other shares of Class C common stock held by the Reporting Persons are not currently convertible into shares of Common Stock. Shares of the Issuer's Class C common stock are automatically converted into shares of the Issuer's Common Stock on a one for one basis if the holder of such Class C common stock is not FS Equity VI, FS Affiliates VI or any of their respective affiliates (collectively, "Freeman Spogli"). In addition, Freeman Spogli may convert shares of Class C common stock into shares of Common Stock, in whole or in part, at any time and from time to time at its option, on a one for one basis so long as at such time either ACOF and its affiliates or Freeman Spogli do not own more than 24.9% of the Common Stock after giving effect to any such conversion. In addition, shares of Common Stock held by Freeman Spogli are convertible into shares of the Issuer's Class C common stock, in whole or in part, at any time and from time to time at the election of Freeman Spogli, on a one for one basis. Shares of the Issuer's Class C common stock are non-voting, but otherwise generally have the same rights as shares of Common Stock.

The Reporting Persons may be deemed to have direct beneficial ownership of the Issuer's shares of Common Stock and Class C common stock as follows:

| Name of Reporting Person     | Number of Class A Shares | Number of Class C         | Total      |
|------------------------------|--------------------------|---------------------------|------------|
|                              | Beneficially Owned       | Shares Beneficially Owned |            |
| FS Capital Partners          | 19,037,764               | 6,275,489                 | 25,313,253 |
| FS Equity VI                 | 18,262,008               | 6,019,774                 | 24,281,782 |
| FS Affiliates VI             | 775,756                  | 255,715                   | 1,031,471  |
| Reporting Persons as a group | 19,037,764               | 6,275,489                 | 25,313,253 |

FS Capital Partners, by virtue of being the sole general partner of FS Equity VI and FS Affiliates VI, may be deemed to

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directly or indirectly beneficially own the shares of Common Stock held by each of FS Equity VI and FS Affiliates VI and reported on the cover pages to this Schedule 13D for such Reporting Person. FS Equity VI disclaims beneficial ownership of the shares of Common Stock held by FS Affiliates VI. FS Affiliates VI disclaims beneficial ownership of the shares of Common Stock held by FS Equity VI. See also items 11 and 13 of the cover pages to, and Item 2 of, this Schedule 13D for the aggregate number of shares of Common Stock and percentage of Common Stock beneficially owned by each of the Reporting Persons.

Based upon information included in the Issuer's filings with the Securities and Exchange Commission, ACOF in the aggregate holds 52,192,278 shares of Class A Common Stock which are included in items 8 and 11 of the cover pages to this Schedule 13D: The Reporting Persons expressly disclaim the existence of, or membership in, a "group" within the meaning of Section 13(d)(3) of the Act and Rule 13d-5(b) thereunder with ACOF as a result of the Investor Rights Agreement or otherwise, as well as beneficial ownership with respect to any shares of Common Stock beneficially owned by ACOF, and neither the filing of this statement on Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the shares of Common Stock referred to herein for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership is expressly disclaimed by the Reporting Persons.

- (b) **Power to vote and dispose.** See items 7 through 10 of the cover pages to, and Item 2 of, this Schedule 13D for the number of shares of Common Stock beneficially owned by each of the Reporting Persons as to which there is sole or shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition. The Reporting Persons expressly disclaim the power to vote or dispose of the shares held by ACOF included in item 8 of the cover pages of this Schedule 13D, as a result of the Investor Rights Agreement or otherwise.
- (c) **Transactions within the past 60 days.** Except for the information set forth herein, including in Items 3, 4 and 6, which is incorporated herein by reference, none of the Reporting Persons has effected any transaction related to the Common Stock during the past 60 days.
- (d) **Certain rights of other persons.** Except as described herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this statement.
- (e) **Date ceased to be a 5% owner.** Not applicable.

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

### Investor Rights Agreement

In connection with the completion of the IPO, FS Equity VI and FS Affiliates VI entered into an Investor Rights Agreement, dated May 2, 2017 (the "Investor Rights Agreement"), with ACOF (FS Equity IV, FS Affiliates VI and ACOF, collectively, the "Sponsors") and the Issuer. Pursuant to the terms of the Investor Rights Agreement, each Sponsor is entitled to nominate (a) five directors for election to the Board for so long as it holds 40% or more of the Issuer's outstanding Common Stock, (b) three directors for election to the Board for so long as it holds 30% or more of the Issuer's outstanding Common Stock, (c) two directors for election to the Board for so long as it holds 15% or more of the Issuer's outstanding Common Stock and (d) one director for election to the Board for so long as it holds 5% or more of the Issuer's outstanding Common Stock. ACOF has nominated Norman H. Axelrod, David B. Kaplan, Rachel H. Lee, Peter M. Starrett, and Felicia D. Thornton to the Board, and FS has nominated Brad J. Brutocao and John M. Roth for election to the Board. Pursuant to the terms of the Investor Rights Agreement, each Sponsor has agreed to vote in favor of the other Sponsor's nominees and for the election of the Issuer's then-current chief executive officer to the Board, and subject to any applicable securities exchange or equivalent listing requirements, the Issuer will agree to take all necessary and desirable actions to support the election of such director nominees, including soliciting proxies in favor of such nominees, at each annual or special meeting of the Issuer's stockholders called for the election of directors. The Investor Rights Agreement also provides that the size of the Issuer's board of directors may not exceed 12 members unless otherwise agreed by the Sponsors. In addition, subject to certain conditions, the Investor Rights Agreement provides each Sponsor with certain rights with respect to Board committee membership, except to the extent that such membership would violate applicable securities laws or stock exchange or stock market rules. Directors nominated by the Sponsors may be removed with or without cause by the affirmative vote of the Sponsor entitled to nominate such director. In all other cases and at any other time, directors may only be removed for cause by the affirmative vote of at least a majority of the voting power of our common stock. The Issuer is required to bear the expenses associated with any transactions contemplated under the Investor Rights Agreement.

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The foregoing description of the Investor Rights Agreement is qualified in its entirety by reference to the full text of the Investor Rights Agreement, a copy of which is filed as Exhibit 1 hereto, and is incorporated by reference into this Item 6.

### Registration Rights Agreement

In connection with the completion of the IPO, on May 2, 2017, the Sponsors entered into a registration rights agreement (the "Registration Rights Agreement") with the Company and the other parties thereto. Pursuant to the terms of the Registration Rights Agreement, the Sponsors and certain other stockholders party thereto are entitled to various rights with respect to the registration of their shares under the Securities Act of 1933, as amended (the "Securities Act"). At any time following the expiration of the applicable lock-up period pursuant to the Lock-Up Agreement (as defined below), subject to certain conditions and restrictions contained in the Registration Rights

Agreement, the Sponsors can require the Issuer to use reasonable best efforts to register the sale of their Common Stock under the Securities Act. In the event of a demand registration or if the Issuer proposes to register any of its own securities under the Securities Act in a public offering, the Issuer will be required to provide notice to the holders of its Common Stock with registration rights under the Registration Rights Agreement and provide them with the right to include their shares in the registration statement, subject to certain conditions and exceptions contained in the Registration Rights Agreement. The Issuer will be required to bear the registration expenses, other than underwriting discounts and commissions and transfer taxes, associated with any registration of shares of its Common Stock held by the holders of its Common Stock with registration rights under the Registration Rights Agreement. The foregoing description of the Registration Rights Agreement is qualified in its entirety by reference to the full text of the Registration Rights Agreement, a copy of which is filed as Exhibit 2 hereto, and is incorporated by reference into this Item 6.

#### Lock-Up Agreement

On April 26, 2017, FS Equity VI and FS Affiliates VI entered into a lock-up agreement (the "Lock-Up Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") and Barclays Capital Inc. ("Barclays"). Pursuant to the terms of the Lock-Up Agreement, each of FS Equity VI and FS Affiliates VI has agreed, with certain limited exceptions, including distributions to limited partners and transfers to affiliates, which in each case would be subject to the recipient signing a similar lock-up agreement, not to directly or indirectly: (i) offer, pledge, sell or contract to sell any Common Stock, (ii) sell any option or contract to purchase any Common Stock, (iii) purchase any option or contract to sell any Common Stock, (iv) grant any option, right or warrant for the sale of any Common Stock, (v) lend or otherwise dispose of or transfer any Common Stock, (vi) request or demand that we file a registration statement related to the Common Stock, or (vii) enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any Common Stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise for a period of 180 days from the completion of the IPO, without the prior written consent of Merrill Lynch and Barclays. The foregoing description of the Lock-Up Agreement is qualified in its entirety by reference to the full text of the Form of Lock-Up Agreement, a copy of which is filed as Exhibit 3 hereto, and is incorporated by reference into this Item 6.

#### **Item 7. Material to be Filed as Exhibits**

- |              |   |
|--------------|---|
| Exhibit 1    | Investor Rights Agreement, by and between FS Equity VI and FS Affiliates VI, ACOF and the Issuer, dated as of May 2, 2017 (incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed on May 2, 2017).   |
| Exhibit 2    | Registration Rights Agreement, by and between the Issuer, FS Equity VI, FS Affiliates VI, ACOF, and the other stockholders party thereto, dated as of May 2, 2017 (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed on May 2, 2017). |
| Exhibit 3    | Form of Lock-Up Agreement, dated as of April 17, 2017 (incorporated by reference to Exhibit B of Exhibit 1.1 to the Issuer's amended Form S-1 filed on April 24, 2017).   |
| Exhibit 99.1 | Joint Filing Agreement, dated as of May 12, 2017, by and among the Reporting Persons.   |

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#### **SIGNATURE**

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

Date: May 12, 2017

FS EQUITY PARTNERS VI, L.P. a Delaware Limited Partnership

By: FS Capital Partners VI, LLC

a Delaware Limited Liability Company Its: General Partner

/s/ Brad J. Brutocao

Name: Brad J. Brutocao

Title: Vice President

FS AFFILIATES VI, L.P.

a Delaware Limited Partnership

By: FS Capital Partners VI, LLC

a Delaware Limited Liability Company Its: General Partner

/s/ Brad J. Brutocao

Name: Brad J. Brutocao

Title: Vice President

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FS CAPITAL PARTNERS VI, LLC

a Delaware Limited Liability Company

Name: Brad J. Brutocao

Title: Vice President

**Schedule A**

| <b>Name and Citizenship</b>  | <b>Position</b>                       | <b>Business Address</b>  |
|------------------------------|---------------------------------------|--|
| Brad J. Brutocao; U.S.A.     | Vice President                        | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |
| Bradford M. Freeman; U.S.A.  | Co-Chairman                           | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |
| Benjamin D. Geiger; U.S.A.   | Vice President                        | HLR Inc.<br>299 Park Avenue, 20th Floor New York, NY 10171   |
| Todd W. Halloran; U.S.A.     | Vice President                        | HLR Inc.<br>299 Park Avenue, 20th Floor New York, NY 10171   |
| John S. Hwang; U.S.A.        | Vice President                        | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |
| Christian B. Johnson; U.S.A. | Vice President                        | HLR Inc.<br>299 Park Avenue, 20th Floor New York, NY 10171   |
| Jon D. Ralph; U.S.A.         | President and Chief Operating Officer | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |
| John M. Roth; U.S.A.         | Chief Executive Officer               | HLR Inc.<br>299 Park Avenue, 20th Floor New York, NY 10171   |
| J. Frederick Simmons; U.S.A. | Vice President and Treasurer          | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |
| Ronald P. Spogli; U.S.A.     | Co-Chairman                           | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |
| William M. Wardlaw; U.S.A.   | Vice President and Secretary          | Freeman Spogli & Co. Incorporated<br>11100 Santa Monica Boulevard, Suite 1900<br>Los Angeles, CA 90025 |

**EXHIBIT INDEX**

|              |   |
|--------------|---|
| Exhibit 1    | Investor Rights Agreement, by and between FS Equity VI and FS Affiliates VI, ACOF and the Issuer, dated as of May 2, 2017 (incorporated by reference to Exhibit 4.2 to the Issuer's Current Report on Form 8-K filed on May 2, 2017).   |
| Exhibit 2    | Registration Rights Agreement, by and between the Issuer, FS Equity VI, FS Affiliates VI, ACOF, and the other stockholders party thereto, dated as of May 2, 2017 (incorporated by reference to Exhibit 4.1 to the Issuer's Current Report on Form 8-K filed on May 2, 2017). |
| Exhibit 3    | Form of Lock-Up Agreement, dated as of April 17, 2017 (incorporated by reference to Exhibit B of Exhibit 1.1 to the Issuer's amended Form S-1 filed on April 24, 2017).   |
| Exhibit 99.1 | Joint Filing Agreement, dated as of May 12, 2017, by and among the Reporting Persons.   |

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with each of the Reporting Persons (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Class A Common Stock, \$0.001 par value, of Floor & Decor Holdings, Inc., a Delaware corporation, and that this agreement may be included as an exhibit to such joint filing.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement as of May 12, 2017.

FS EQUITY PARTNERS VI, L.P. a Delaware Limited Partnership

By: FS Capital Partners VI, LLC

a Delaware Limited Liability Company Its: General Partner

/s/ Brad J. Brutocao

\_\_\_\_\_  
Name: Brad J. Brutocao

Title: Vice President

FS AFFILIATES VI, L.P.

a Delaware Limited Partnership

By: FS Capital Partners VI, LLC

a Delaware Limited Liability Company Its: General Partner

/s/ Brad J. Brutocao

\_\_\_\_\_  
Name: Brad J. Brutocao

Title: Vice President

FS CAPITAL PARTNERS VI, LLC

a Delaware Limited Liability Company

/s/ Brad J. Brutocao

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Name: Brad J. Brutocao

Title: Vice President

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