

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

**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)

**July 25, 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 0	
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 67,447,952* (See Items 3, 4, 5 and 6)	
	9.	Sole Dispositive Power 21,130,834 (See Items 3, 4, 5 and 6)	
	10.	Shared Dispositive Power 0	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 67,447,952* (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) 71.5% (See Item 3, 4, 5 and 6)		
14.	Type of Reporting Person (See Instructions) PN		

\* Consists of (1) 21,130,834 shares of Class A common stock held by FS Equity Partners VI, L.P. ("FS Equity VI"), (2) 897,621 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") and (3) 45,419,497 shares of Class A common stock held by Ares Corporate Opportunities Fund III, L.P. ("ACOF"), as of July 27, 2017. 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.

CUSIP No. 339750 10 1

1.	Names of Reporting Persons 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	
5.	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	

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  
67,447,952\* (See Item 3, 4, 5 and 6)

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9. Sole Dispositive Power  
897,621 (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  
67,447,952\* (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)  
71.5% (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) 21,130,834 shares of Class A common stock held by FS Equity Partners VI, L.P. ("FS Equity VI"), (2) 897,621 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") and (3) 45,419,497 shares of Class A common stock held by Ares Corporate Opportunities Fund III, L.P. ("ACOF"), as of July 27, 2017. 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.

CUSIP No. 339750 10 1

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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)	<input type="checkbox"/>
6.	Citizenship or Place of Organization	Delaware
	7.	Sole Voting Power 0
Number of Shares Beneficially Owned by Each Reporting Person With	8.	Shared Voting Power 67,447,952* (See Item 3, 4, 5 and 6)
	9.	Sole Dispositive Power 22,028,455** (See Item 3, 4, 5 and 6)
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person	67,447,952* (See Item 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)	71.5% (See Item 3, 4, 5 and 6)
14.	Type of Reporting Person (See Instructions)	OO

\* Consists of (1) 22,028,455 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") and (2) 45,419,497 shares of Class A common stock held by Ares Corporate Opportunities Fund III, L.P. ("ACOF"), as of July 27, 2017. 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 22,028,455 shares of Class A common stock in the aggregate held by FS Equity VI and FS Affiliates VI.

#### Explanatory Note

This Amendment No. 1 to the statement on Schedule 13D amends and supplements the statement on Schedule 13D filed by the Reporting Persons on May 12, 2017 (the "Original Schedule 13D") and together with this Amendment No. 1, the "Schedule 13D"). Terms defined in the Original Schedule 13D are used herein as so defined.

#### Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended to add the following:

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

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

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

As of July 27, 2017, FS Equity VI directly holds 21,130,834 shares of Common Stock and FS Affiliates VI directly holds 897,621 shares of Common Stock.

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

<u>Name of Reporting Person</u>	<u>Number of Shares Beneficially Owned</u>
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FS Capital Partners	22,028,455
FS Equity VI	21,130,834
FS Affiliates VI	897,621
Reporting Persons as a group	22,028,455

FS Capital Partners, by virtue of being the sole general partner of FS Equity VI and FS Affiliates VI, may be deemed to 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, as of July 27, 2017, ACOF in the aggregate holds 45,419,497 shares of 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.** On July 25, 2017, (i) FS Equity VI sold 3,150,948 shares of Common Stock and (ii) FS Affiliates VI sold 133,850 shares of Common Stock, pursuant to the terms of the Underwriting Agreement (as defined in Item 6 below). 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.

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- (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

##### Underwriting Agreement

On January 20, 2017, FS Equity VI and FS Affiliates VI, ACOF III, the Issuer, the other selling stockholders identified on Schedule B of the Underwriting Agreement, Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") and Barclays Capital Inc. ("Barclays") as representatives of the underwriters (the "Underwriters") entered into an underwriting agreement (the "Underwriting Agreement") with respect to, among other things, the sale by FS Equity VI and FS Affiliates VI in the aggregate of up to 3,807,056 shares of Common Stock (the "Offering"). On July 25, 2017, pursuant to the Underwriting Agreement, FS Equity VI and FS Affiliates VI in the aggregate sold 3,284,798 shares of Common Stock to the Underwriters at a public offering price of \$40.00 per share, less underwriting discounts. The Underwriters may exercise a 30-day option to purchase an additional 522,258 shares of Common Stock in the aggregate from FS Equity VI and FS Affiliates VI pursuant to the terms of the Underwriting Agreement. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Form of Underwriting Agreement, a copy of which is filed as Exhibit 4 hereto, and is incorporated by reference into this Item 6.

##### Second Lock-Up Agreement

In connection with the Underwriting Agreement, on July 20, 2017 FS Equity VI and FS Affiliates VI entered into a lock-up agreement (the "Second Lock-Up Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated ("Merrill Lynch") and Barclays Capital Inc. ("Barclays"). Pursuant to the terms of the Second Lock-Up Agreement, 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 the Issuer publicly 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 90 days from the date of the Underwriting Agreement, without the prior written consent of Merrill Lynch and Barclays. The Second Lock-Up Agreement replaced and superseded the Lock-Up Agreement. The foregoing description of the Lock-Up Agreement is qualified in its entirety by reference to the full text of the Form of the Lock-Up Agreement, a copy of which is filed as Exhibit 5 hereto, and is incorporated by reference into this Item 6.

##### Conversion of Class C Shares

On July 26, 2017, (i) FS Equity VI elected to convert 2,868,826 shares of the Issuer's Class C common stock held by FS Equity VI and (ii) FS Affiliates VI elected to convert 121,865 shares of the Issuer's Class C common stock held by FS Affiliates VI, in each case, into Common Stock, pursuant to the Issuer's Restated Certificate of Incorporation.

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

Item 7 of the Original Schedule 13D is hereby amended to add the following:

- Exhibit 4 Form of Underwriting Agreement, by and among ACOF III, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., the Issuer, and the other Selling Stockholders identified in Schedule B thereto, (incorporated by reference to Exhibit 1.1 to the Issuer's Form S-1 filed on July 17, 2017).
- Exhibit 5 Form of Lock-Up Agreement (incorporated by reference to Exhibit B of Exhibit 1.1 to the Issuer's Form S-1 filed on July 17, 2017).

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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: July 27, 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

Name: Brad J. Brutocao

Title: Vice President

**EXHIBIT INDEX**

Exhibit 1	Investor Rights Agreement, by and between ACOF III, FS, 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, ACOF III, FS Equity Partners VI, L.P. 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 4	Form of Underwriting Agreement, by and among ACOF III, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., the Issuer, and the other Selling Stockholders identified in Schedule B thereto, (incorporated by reference to Exhibit 1.1 to the Issuer's Form S-1 filed on July 17, 2017).
Exhibit 5	Form of Lock-Up Agreement (incorporated by reference to Exhibit B of Exhibit 1.1 to the Issuer's Form S-1 filed on July 17, 2017).
Exhibit 99.1*	Joint Filing Agreement, dated as of May 12, 2017, by and among the Reporting Persons.