

FORM 4

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

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| OMB APPROVAL | |
| OMB Number: | 3235-0287 |
| Estimated average burden hours per response... | 0.5 |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | | | | |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person * FS Equity Partners VI, L.P. | | | 2. Issuer Name and Ticker or Trading Symbol Floor & Decor Holdings, Inc. [FND] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) (First) (Middle) C/O FREEMAN SPOGLI & CO., 11100 SANTA MONICA BLVD., SUITE 1900 | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017 | | | | | |
| (Street) LOS ANGELES, CA 90025 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |
| (City) (State) (Zip) | | | 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|-----------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A common stock, par value \$0.001 | 11/20/2017 | | S | | 2,354,115 (1) | D | \$ 34.92 (2) | 19,674,340 (3) | I | By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. (4) (5) |

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. SEC 1474 (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 Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|--|--|
| | | | | | | Date Exercisable | Expiration Date | | | | | |
| | | | | Code | V | (A) | (D) | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FS Equity Partners VI, L.P. C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BLVD., SUITE 1900 LOS ANGELES, CA 90025 | | X | | |

| | | | | |
|--|--|---|--|--|
| FS Capital Partners VI, LLC C/O FREEMAN SPOGLI & CO. 11100 SANTA MONICA BLVD., SUITE 1900 LOS ANGELES, CA 90025 | | X | | |
|--|--|---|--|--|

Signatures

| | | |
|--|--|---------------------|
| /s/ Brad J. Brutocao | | 11/22/2017 |
| <small>**Signature of Reporting Person</small> | | <small>Date</small> |

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).
- (1) Includes 2,258,189 shares of Class A common stock beneficially owned by FS Equity Partners VI, L.P. ("FS Equity") and 95,926 shares of Class A common stock beneficially owned by FS Affiliates VI, L.P. ("FS Affiliates").
 - (2) This amount represents the \$36.00 per share public offering price in connection with the sale of shares of Class A Common Stock of the Issuer, less the underwriting discount of \$1.08 per share for shares sold pursuant to an underwritten public offering.
 - (3) Includes 18,872,645 shares of Class A common stock beneficially owned by FS Equity and 801,695 shares of Class A common stock beneficially owned by FS Affiliates.
FS Capital Partners VI, LLC, ("FS Capital") is the general partner of FS Equity and FS Affiliates, and has the sole power to vote and dispose of the shares of the Issuer's common stock owned by the FS Funds. Each of Messrs. Brad J. Brutocao, Bradford M. Freeman, Benjamin D. Geiger, Todd W. Halloran, Jon D. Ralph, John M. Roth, J. Hwang, Christian B. Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw is a member of Freeman Spogli & Co. ("Freeman Spogli"), and as such may be deemed to be the beneficial owners of the shares of the Issuer's Class A common stock owned by the FS Funds. (continued in footnote 5)
 - (4) Frederick Simmons, Ronald P. Spogli and William M. Wardlaw is a managing member of FS Capital, and each of Messrs. Brutocao, Freeman, Geiger, Halloran, John S. Hwang, Christian B. Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw is a member of Freeman Spogli & Co. ("Freeman Spogli"), and as such may be deemed to be the beneficial owners of the shares of the Issuer's Class A common stock owned by the FS Funds. (continued in footnote 5)
 - (5) Messrs. Brutocao, Freeman, Geiger, Halloran, Hwang, Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw each disclaims beneficial ownership in the shares of the Issuer's Class A common stock except to the extent of his pecuniary interest in them.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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