

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

1. Name and Address of Reporting Person * <u>ARES CORPORATE OPPORTUNITIES FUND III LP</u> (Last) (First) (Middle) 2000 AVENUE OF THE STARS 12TH FLOOR (Street) LOS ANGELES CA 90067 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Floor & Decor Holdings, Inc. [FND]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/20/2017	
		4. If Amendment, Date of Original Filed (Month/Day/Year)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	11/20/2017		S		4,853,847	D	\$34.92 ⁽¹⁾	40,565,650 ⁽²⁾⁽³⁾⁽⁴⁾	D ⁽²⁾⁽³⁾⁽⁴⁾	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person *

ARES CORPORATE OPPORTUNITIES FUND III LP

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *

ACOF Operating Manager III LLC

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[ARES MANAGEMENT LLC](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Ares Management Holdings L.P.](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Ares Holdco LLC](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Ares Holdings Inc.](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[ARES MANAGEMENT LP](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
Ares Management GP LLC		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
Ares Partners Holdco LLC		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City)	(State)	(Zip)

Explanation of Responses:

1. 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.
2. Shares of Class A common stock are held directly by Ares Corporate Opportunities Fund III, L.P. ("ACOF III"). The manager of ACOF III is ACOF Operating Manager III, LLC ("ACOF Operating Manager III"), and the sole member of ACOF Operating Manager III is Ares Management LLC. The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdco LLC ("Ares Holdco"). The sole member of Ares Holdco is Ares Holdings Inc. ("Ares Holdings"), whose sole stockholder is Ares Management, L.P. ("Ares Management"). (continued in footnote 3)
3. The general partner of Ares Management is Ares Management GP LLC ("Ares Management GP") and the sole member of Ares Management GP is Ares Partners Holdco LLC ("Ares Partners" and, together with ACOF III, ACOF Operating Manager III, Ares Management LLC, Ares Management Holdings, Ares Holdco, Ares Holdings, Ares Management, and Ares Management GP, the "Ares Entities"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, R. Kipp deVeer, David Kaplan, Antony Ressler and Bennett Rosenthal. Decisions by Ares Partners' board of managers generally are made by a majority of the members, which majority, subject to certain conditions, must include Antony Ressler. (continued in footnote 4)
4. Each of the Ares Entities (other than ACOF III with respect to the shares held directly by it) and the members of Ares Partners' board of managers and the other directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of the shares of these securities, except to the extent of any pecuniary interest therein, and this Form 3 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, California 90067.

/s/ Naseem Sagati, Authorized
Signatory

11/22/2017

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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

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 Number.