

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

**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>Christopherson David Victor</u>  (Last) (First) (Middle) <u>C/O FLOOR &amp; DECOR HOLDINGS, INC.</u> <u>2233 LAKE PARK DRIVE</u>  (Street) <u>SMYRNA GA 30080</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Floor &amp; Decor Holdings, Inc. [ FND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X <u>EVP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2018</u>	
	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	04/05/2018		M		2,300	A	\$9.99	12,845	D	
Class A common stock, par value \$0.001	04/05/2018		S <sup>(1)</sup>		2,300	D	\$56.24 <sup>(2)</sup>	10,545	D	
Class A common stock, par value \$0.001	04/05/2018		M		4,201	A	\$9.99	14,746	D	
Class A common stock, par value \$0.001	04/05/2018		S <sup>(1)</sup>		4,201	D	\$57.49 <sup>(3)</sup>	10,545	D	
Class A common stock, par value \$0.001	04/05/2018		M		1,351	A	\$9.99	11,896	D	
Class A common stock, par value \$0.001	04/05/2018		M		965	A	\$9.33	12,861	D	
Class A common stock, par value \$0.001	04/05/2018		S <sup>(1)</sup>		2,316	D	\$57.99 <sup>(4)</sup>	10,545	D	

**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						Title
Stock Option (right to buy)	\$9.99	04/05/2018		M			7,852	(S)	09/30/2026	Class A common stock	7,852	\$0	31,410	D	
Stock Option (right to buy)	\$9.33	04/05/2018		M			965		09/13/2017 09/13/2023	Class A common stock	965	\$0	0	D	

**Explanation of Responses:**

- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Christopherson on March 5, 2018.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.74 to \$56.72, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.87 to \$57.85, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.87 to \$58.21, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- The option vests in five equal annual installments. The first installment vested and became exercisable on September 30, 2017. The remaining four installments vest and become exercisable on September 30 of each of 2018, 2019, 2020 and 2021.

/s/ Monica Shilling, by power of attorney 04/06/2018

\*\* 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.