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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

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

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person * <u>TAYLOR THOMAS V</u> (Last) (First) (Middle) C/O FLOOR & DECOR HOLDINGS, INC. 2233 LAKE PARK DRIVE (Street) SMYRNA GA 30080 (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/04/2018 | |
| | 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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A common stock, par value \$0.001 | 04/04/2018 | | M | | 85,841 | A | \$3.15 | 108,989 ⁽¹⁾ | D | |
| Class A common stock, par value \$0.001 | 04/04/2018 | | S ⁽²⁾ | | 85,841 | D | \$55.27 ⁽³⁾ | 23,148 | D | |
| Class A common stock, par value \$0.001 | 04/04/2018 | | M | | 69,931 | A | \$3.15 | 93,079 | D | |
| Class A common stock, par value \$0.001 | 04/04/2018 | | S ⁽²⁾ | | 69,931 | D | \$56.24 ⁽⁴⁾ | 23,148 | D | |
| Class A common stock, par value \$0.001 | 04/05/2018 | | M | | 14,228 | A | \$3.15 | 37,376 | D | |
| Class A common stock, par value \$0.001 | 04/05/2018 | | S ⁽²⁾ | | 14,228 | D | \$55.99 ⁽⁵⁾ | 23,148 | D | |
| Class A common stock, par value \$0.001 | | | | | | | | 76,392 | I | By the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee. |
| Class A common stock, par value \$0.001 | | | | | | | | 965 | I | By son |
| Class A common stock, par value \$0.001 | | | | | | | | 965 | I | By son |
| Class A common stock, par value \$0.001 | | | | | | | | 965 | I | By daughter |

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 | Amount or Number of Shares | | | | |
| Stock Option (right to buy) | \$3.15 | 04/04/2018 | | M | | | 85,841 | 12/03/2016 | 12/13/2022 | Class A common stock | 85,841 | \$0 | 409,698 | D | |
| Stock Option (right to buy) | \$3.15 | 04/04/2018 | | M | | | 69,931 | 12/03/2016 | 12/13/2022 | Class A common stock | 69,931 | \$0 | 339,767 | D | |
| Stock Option (right to buy) | \$3.15 | 04/05/2018 | | M | | | 14,228 | 12/03/2016 | 12/13/2022 | Class A common stock | 14,228 | \$0 | 325,539 | D | |

Explanation of Responses:

- Includes 20,154 shares of the Issuer's Class A common stock previously transferred from the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee, to Mr. Taylor.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Taylor on August 8, 2017.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.99, 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.

4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.69, 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.

5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.62 to \$56.52, 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.

/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.