

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>DENNY STEVEN ALAN</u> (Last) (First) (Middle) <u>C/O FLOOR & DECOR HOLDINGS, INC.</u> <u>2500 WINDY RIDGE PARKWAY, SE</u> (Street) <u>ATLANTA</u> <u>GA</u> <u>30339</u> (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 10% Owner Officer (give title below) Other (specify below) <u>EVP, Store Operations</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/02/2020</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	11/02/2020		A		836 ⁽¹⁾	A	\$74.81	913	D	
Class A common stock, par value \$0.001	11/03/2020		M		2,510	A	\$9.99	3,423	D	
Class A common stock, par value \$0.001	11/03/2020		M		2,990	A	\$31.98	6,413	D	
Class A common stock, par value \$0.001	11/03/2020		S		5,500	D	\$76.38 ⁽²⁾	913	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	Amount or Number of Shares				
Stock Option (right to buy)	\$74.81	11/02/2020		A		5,777		(3)	11/02/2030	Class A Common Stock, par value \$0.001	5,777	\$0.00	5,777	D	
Stock Option (right to buy)	\$9.99	11/03/2020		M		2,510		(4)	09/30/2026	Class A Common Stock, par value \$0.001	2,510	\$0.00	2,510	D	
Stock Option (right to buy)	\$31.98	11/03/2020		M		2,990		(5)	11/02/2028	Class A Common Stock, par value \$0.001	2,990	\$0.00	5,980	D	

Explanation of Responses:

- Represents a grant of restricted stock. The restrictions with respect to the restricted stock lapse in four equal annual installments. The restrictions will lapse on November 2 of each of 2021, 2022, 2023 and 2024.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$76.38 to \$76.45, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vests in four equal annual installments. The installments will vest and become exercisable on November 2 of each of 2021, 2022, 2023 and 2024.
- The option vests in five equal annual installments. The first four installments vested on September 30 of each 2017, 2018, 2019 and 2020. The remaining installment will vest and become exercisable on September 30, 2021.
- The option vests in four equal annual installments. The first two installments vested on November 2 of each of 2019 and 2020. The remaining installments will vest and become exercisable on November 2 of each of 2021 and 2022.

/s/ Monica Shilling, by power of attorney 11/04/2020

** 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.

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