

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 11, 2022**

Floor & Decor Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38070
(Commission
File Number)

27-3730271
(IRS Employer
Identification No.)

2500 Windy Ridge Parkway SE
Atlanta, GA
(Address of principal executive offices)

30339
(Zip Code)

(404) 471-1634
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.001 par value per share	FND	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Annual Meeting of Stockholders

On May 11, 2022, Floor & Decor Holdings, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting") virtually. The issued and outstanding shares of stock of the Company entitled to vote at the Annual Meeting consisted of the 105,858,469 shares of common stock outstanding on the record date, March 16, 2022. The common stockholders of the Company voted on three matters at the Annual Meeting, all of which were approved. The final voting results from the Annual Meeting as of May 11, 2022, as certified by the inspector of election, were as follows:

- (1) A proposal to elect three directors for one-year terms expiring at the 2023 Annual Meeting of Stockholders once their respective successors have been duly elected and qualified or until their earlier resignation or removal:

	FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
Kamy Scarlett	95,343,562	194,570	32,141	5,157,942
Thomas V. Taylor, Jr.	95,155,311	382,434	32,528	5,157,942

Charles Young	93,179,876	1,446,059	944,338	5,157,942
---------------	------------	-----------	---------	-----------

(2) A proposal to ratify the appointment of Ernst & Young LLP as independent auditors for the Company's 2022 fiscal year:

FOR	AGAINST	ABSTAIN
100,364,442	339,649	24,124

(3) A proposal to approve, by non-binding vote, the compensation paid to the Company's named executive officers, as disclosed in these proxy materials (commonly known as a "say-on-pay" proposal):

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
93,557,652	1,973,089	39,532	5,157,942

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLOOR & DECOR HOLDINGS, INC.

Date: May 12, 2022

By: /s/ David V. Christopherson
 Name: David V. Christopherson
 Title: Executive Vice President, General Counsel, and Secretary