

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): **November 29, 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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 29, 2022, Floor & Decor Holdings, Inc. (the "Company") announced that it will promote Bryan Langley to serve as its Executive Vice President and Chief Financial Officer, effective immediately. Mr. Langley currently serves as the Company's Senior Vice President, Finance.

As previously disclosed in the Current Report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission (the "SEC") on August 4, 2022, upon Mr. Langley's promotion, Trevor Lang, the Company's current Executive Vice President and Chief Financial Officer, will become the President of the Company.

Mr. Langley, 37, joined the Company as Financial Reporting Manager in 2014 and was promoted to Director of Financial Reporting in 2016. From 2016 to 2022, he held various roles at the Company, including Senior Director of Financial Planning and Analysis and Vice President, Financial Planning and Analysis. Prior to joining the Company, Mr. Langley served in various accounting and finance roles at Delta Air Lines, Inc. from 2011 to 2014. From 2008 to 2011, Mr. Langley worked in public accounting, holding positions in transaction services and auditing at KPMG LLP. Mr. Langley is a graduate of University of Georgia with both a B.B.A. in Accounting and a Master of Accountancy. Mr. Langley is also a Certified Public Accountant.

In connection with Mr. Langley's elevation to Executive Vice President and Chief Financial Officer, Mr. Langley's base salary with the Company will be \$375,000 annually. Mr. Langley will be eligible for a target annual incentive bonus of 60% of his base salary and a long-term equity grant with a grant date fair market value of \$700,000, subject to pro rata annual vesting over four years.

The Company will also enter into an indemnification agreement with Mr. Langley in connection with his appointment as Executive Vice President and Chief Financial

Officer of the Company. The indemnification agreement will be in substantially the same form as the indemnification agreement for the other officers of the Company that was filed as Exhibit 10.11 to the Company's Annual Report on Form 10-K, filed with the SEC on February 24, 2022. There are no other transactions with Mr. Langley which would require disclosure under Item 404(a) of Regulation S-K and Mr. Langley is not a party to any arrangement or understanding regarding his selection as an officer. There are no family relationships between Mr. Langley and any director or executive officer of the Company.

Item 7.01. Regulation FD Disclosure.

A copy of a press release announcing Mr. Langley's promotion to Executive Vice President and Chief Financial Officer and Mr. Lang's promotion to President is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Exhibit 99.1 hereto shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated November 29, 2022
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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: November 29, 2022

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

Floor & Decor Holdings, Inc. Promotes Bryan Langley to Chief Financial Officer

November 29, 2022

Floor & Decor Holdings, Inc. (the “Company”) announced that it will promote Bryan Langley to serve as its Executive Vice President and Chief Financial Officer, effective November 29, 2022.

Mr. Langley, currently Senior Vice President, Finance, will succeed Trevor Lang, who as previously announced, is being promoted to serve as President of the Company. Mr. Langley will lead the finance organization and related financial functions, including the accounting and controllership, financial planning and analysis, financial reporting, tax, internal audit, business intelligence and treasury departments.

Mr. Langley brings a strong understanding of the Company’s business, finances, and operations. Since joining the Company in 2014, Mr. Langley has served in various positions of increasing responsibility in corporate strategy, financial planning, and accounting. Prior to 2014, Mr. Langley held various finance and risk management roles at Delta Air Lines, Inc. Mr. Langley began his career in public accounting, holding positions in transactions services and auditing at KPMG LLP. Mr. Langley is a graduate of University of Georgia with both a B.B.A. in Accounting and a Master of Accountancy. Mr. Langley is also a Certified Public Accountant.

“Bryan’s financial acumen, institutional knowledge, and contributions to our strategic vision make him uniquely qualified to become our next CFO,” said Tom Taylor, Chief Executive Officer. “During his eight-year career at the Company, Bryan has become a trusted leader and embodies our commitment to serving our customers and driving long-term value. I look forward to working together as we continue to execute our strategies.”

Forward-Looking Statements

This press release may include statements that constitute “forward looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact contained in this release, are forward-looking statements. Forward looking statements include any statements regarding the Company’s strategic and operational plans, future performance or financial condition and may often be identified by the use of words such as “may,” “will,” “should,” “expects,” “intends,” “plans,” “anticipates,” “could,” “seeks,” “intends,” “target,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “budget,” “potential,” “focused on” or “continue” and other similar expressions that predict or indicate future events or trends.

Forward looking statements speak only as of the date hereof and are not guarantees of future events, results, performance or achievements. These statements are based on the Company’s current expectations, assumptions, estimates and projections and involve known and unknown risks, uncertainties and other important factors that may cause the Company’s actual results to be materially different from those expressed or implied by the forward-looking statements, including, without limitation, those factors described in the Company’s filings with the Securities and Exchange Commission. Except as required by applicable law, the Company does not plan to update or revise any forward-looking statements, whether as a result of any new information, future events or otherwise.

About Floor & Decor Holdings, Inc.

Floor & Decor is a multi-channel specialty retailer and commercial flooring distributor operating 178 warehouse-format stores and five design studios across 35 states as of September 29, 2022. The Company offers a broad assortment of in-stock hard-surface flooring, including tile, wood, laminate, vinyl, and natural stone along with decorative accessories and wall tile, installation materials, and adjacent categories at everyday low prices. The Company was founded in 2000 and is headquartered in Atlanta, Georgia.

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