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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

Floor & Decor Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee paid previously with preliminary materials.
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
-
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ANNUAL MEETING OF STOCKHOLDERS OF FLOOR & DECOR HOLDINGS, INC.

May 8, 2024

GO GREEN

e-Consent makes it easy to go paperless. With e-Consent, you can quickly access your proxy material, statements and other eligible documents online, while reducing costs, clutter and paper waste. Enroll today via <https://equiniti.com/us/ast-access> to enjoy online access.

NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIAL:

The Notice of Meeting, proxy statement and proxy card are available at <http://www.astproxyportal.com/ast/21445/>

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible in order to be received by no
later than 11:59 PM Eastern Time on May 7, 2024.

↓ Please detach along perforated line and mail in the envelope provided. ↓

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THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES IN PROPOSAL 1,
"FOR" PROPOSALS 2 AND 3 AND FOR "1 YEAR" ON PROPOSAL 4.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

In their discretion, the proxies are authorized to vote and otherwise represent the undersigned on such other business as may properly come before the meeting and any adjournment thereof. This proxy when properly executed will be voted as directed herein by the undersigned stockholder. **If no direction is made, this proxy will be voted FOR ALL NOMINEES in Proposal 1, "FOR" Proposals 2 and 3, FOR "1 YEAR" for Proposal 4 and in the discretion of the proxies with respect to such other business as may properly come before the meeting. No proposition listed herein is related to or conditioned on the approval of other matters.**

The Board of Directors recommends you vote FOR the following:

1. Election of Directors			
Nominees	FOR	AGAINST	ABSTAIN
1a. Norman Axelrod	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. William Giles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Dwight James	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Melissa Kersey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. Ryan Marshall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. Peter Starrett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Richard Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Thomas Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Felicia Thorton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1j. George Vincent West	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1k. Charles Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. Ratify the appointment of Ernst & Young LLP as independent auditors for Floor & Decor Holdings, Inc.'s (the "Company") 2024 fiscal year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve, by non-binding vote, the compensation paid to the Company's named executive officers.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Board of Directors recommends you vote "1 YEAR."

4. To recommend, by non-binding vote, the frequency of future advisory votes on executive compensation.	1 YEAR	2 YEARS	3 YEARS	ABSTAIN
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To change the address on your account, please check the box at right and indicate your new address in the address space above. Please note that changes to the registered name(s) on the account may not be submitted via this method.

Signature of Stockholder _____ Date: _____ Signature of Stockholder _____ Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting of
FLOOR & DECOR HOLDINGS, INC.

To Be Held On:

May 8, 2024 at 11:00 A.M. Eastern Time

virtually at <http://web.lumiagm.com/271307858> (password: floor2024)

COMPANY NUMBER	
ACCOUNT NUMBER	
CONTROL NUMBER	

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before April 24, 2024.

Please visit <http://www.astproxyportal.com/ast/21445/>, where the following materials are available for view:

- Notice of Annual Meeting of Stockholders
- Proxy Statement
- Form of Electronic Proxy Card
- Annual Report on Form 10-K

TO REQUEST MATERIAL: TELEPHONE: 888-Proxy-NA (888-776-9962) or 201-299-6210 (for international callers)

E-MAIL: help@equiniti.com

WEBSITE: <https://us.astfinancial.com/OnlineProxyVoting/ProxyVoting/RequestMaterials>

TO VOTE:



ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time on May 7, 2024.

VIRTUALLY AT THE MEETING: The company will be hosting the meeting live via the Internet this year. To attend the meeting via the Internet, please visit <http://web.lumiagm.com/271307858> (password: floor2024) and be sure to have your control number available.

MAIL: You may request a card by following the instructions above.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES IN PROPOSAL 1, "FOR" PROPOSALS 2 AND 3 AND FOR "1 YEAR" FOR PROPOSAL 4.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors Nominees
 - 1a. Norman Axelrod
 - 1b. William Giles
 - 1c. Dwight James
 - 1d. Melissa Kersey
 - 1e. Ryan Marshall
 - 1f. Peter Starrett
 - 1g. Richard Sullivan
 - 1h. Thomas Taylor
 - 1i. Felicia Thorton
 - 1j. George Vincent West
 - 1k. Charles Young

The Board of Directors recommends you vote FOR proposals 2 and 3.

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3. To approve, by non-binding vote, the compensation paid to the Company's named executive officers.

The Board of Directors recommends you vote "1 YEAR."

4. To recommend, by non-binding vote, the frequency of future advisory votes on executive compensation.

In their discretion, the proxies are authorized to vote and otherwise represent the undersigned on such other business as may properly come before the meeting and any adjournment thereof. No proposition listed herein is related to or conditioned on the approval of other matters.

Please note that you cannot use this notice to vote by mail.