

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person DENNY STEVEN ALAN			2. Issuer Name and Ticker or Trading Symbol Floor & Decor Holdings, Inc. [FND]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ EVP, STORE OPERATIONS		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/21/2021					
C/O FLOOR & DECOR HOLDINGS, INC., 2500 WINDY RIDGE PARKWAY, SE								
(Street) ATLANTA, GA 30339			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	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	07/21/2021		M		714	A	\$ 21	3,154	D	
Class A common stock, par value \$0.001	07/21/2021		M		3,571	A	\$ 21	6,725	D	
Class A common stock, par value \$0.001	07/21/2021		M		899	A	\$ 57.70	7,624	D	
Class A common stock, par value \$0.001	07/21/2021		S(1)		5,184	D	\$ 110	2,440	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$ 21	07/21/2021		M		714		(2)	04/26/2027	Class A Common Stock, par value \$0.001	714	\$ 0	715	D	
Stock Option (right to buy)	\$ 21	07/21/2021		M		3,571		(2)	04/26/2027	Class A Common Stock, par value \$0.001	3,571	\$ 0	3,572	D	
Stock Option (right to buy)	\$ 57.70	07/21/2021		M		899		(3)	02/24/2030	Class A Common Stock, par value \$0.001	899	\$ 0	2,697	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENNY STEVEN ALAN C/O FLOOR & DECOR HOLDINGS, INC. 2500 WINDY RIDGE PARKWAY, SE ATLANTA, GA 30339			EVP, STORE OPERATIONS	

Signatures

/s/ Monica Shilling, by power of attorney		07/23/2021
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Denny on May 27, 2021.

(2) The option vests in five equal annual installments. The first four installments vested on April 26 of each of 2018, 2019, 2020 and 2021. The remaining installment will vest and become exercisable on April 26, 2022.

(3) The option vests in four equal annual installments. The first installment vested on February 24, 2021. The remaining installments will vest and become exercisable on February 24 of each of 2022, 2023 and 2024.

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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