

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>TAYLOR THOMAS V</u> (Last) (First) (Middle) <u>C/O FLOOR & DECOR HOLDINGS, INC.</u> <u>2500 WINDY RIDGE PARKWAY, SE</u> (Street) <u>ATLANTA GA 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2023</u>	
	4. If Amendment, Date of 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

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	02/24/2023		F ⁽¹⁾		61,662	D	\$91	199,897	D	
Class A common stock, par value \$0.001	02/24/2023		F ⁽²⁾		19,439	D	\$91	180,458	D	
Class A common stock, par value \$0.001	02/27/2023		A		20,525 ⁽³⁾	A	\$0	200,983	D	
Class A common stock, par value \$0.001	02/27/2023		A		36,513 ⁽⁴⁾	A	\$0	237,496	D	
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								48,907 ⁽⁵⁾	I	By the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee.

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					

Explanation of Responses:

- Represents shares of Class A common stock surrendered to satisfy the reporting person's tax withholding obligation upon vesting of performance stock. The deemed disposition of the shares surrendered is exempt pursuant to Rule 16b-3(e).
- Represents shares of restricted stock surrendered to satisfy the reporting person's tax withholding obligation upon vesting of restricted stock. The deemed disposition of the shares surrendered is exempt pursuant to Rule 16b-3(e).
- Comprised of Restricted Stock Units ("RSUs") that represent a contingent right to receive one share of the Issuer's Class A common stock. The RSUs vest ratably on February 27 of each of 2024, 2025 and 2026.
- Represents a grant of RSUs. The RSUs vest, cumulatively, as follows: 33% on the second anniversary of the grant date and 100% on the third anniversary of the grant date.
- The reported securities are remainder interests held in sub-trust accounts of the Taylor Grantor Retained Annuity Trust, which are held for the benefit of the reporting person's children. Such securities will be distributed to each child upon their 30th birthday and, because of the nature of the sub-trusts, distributions will be non-discretionary and therefore will not be reported.

/s/ Monica Shilling, by Power of Attorney 02/28/2023

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.