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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Robbins Brian K</u>  (Last) (First) (Middle) C/O FLOOR & DECOR HOLDINGS, INC. 2500 WINDY RIDGE PARKWAY, SE  (Street) ATLANTA GA 30339  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Floor &amp; Decor Holdings, Inc. [ FND ]</u>	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 - BUS. DVLPMT, STRATEGY
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/28/2024		F <sup>(1)</sup>		433	D	\$123.26	30,592 <sup>(2)</sup>	D	
Class A common stock, par value \$0.001	02/29/2024		M		2,586	A	\$57.7	33,178	D	
Class A common stock, par value \$0.001	02/29/2024		M		1,809	A	\$95.68	34,987	D	
Class A common stock, par value \$0.001	02/29/2024		S		6,329	D	\$121.8 <sup>(3)</sup>	28,658	D	
Class A common stock, par value \$0.001	02/29/2024		S		5,894	D	\$122.28 <sup>(4)</sup>	22,764	D	
Class A common stock, par value \$0.001	02/29/2024		S		10,035	D	\$123.52 <sup>(5)</sup>	12,729	D	

**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						Title
Stock Option (right to buy)	\$57.7	02/29/2024		M			2,586	(6)	02/24/2030	Class A common stock, par value \$0.001	2,586	\$0	0	D	
Stock Option (right to buy)	\$95.68	02/29/2024		M			1,809	(7)	03/01/2031	Class A common stock, par value \$0.001	1,809	\$0	1,808	D	

**Explanation of Responses:**

- Represents shares of restricted stock units ("RSUs") surrendered to satisfy the reporting person's tax withholding obligation upon vesting of RSUs. The deemed disposition of the withheld shares is exempt pursuant to Rule 16b-3(e).
- Includes 19,504 shares acquired in connection with the exercise of 19,504 options on February 28, 2023. The reporting person timely reported the withholding of shares to cover the exercise price and applicable taxes related to, and the sale of shares acquired in connection with, such exercise.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.400 to \$121.990, inclusive. The reporting person undertakes to provide to Floor and Decor Holdings, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$122.030 to \$122.990, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.000 to \$123.970, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The options vested in four equal annual installments. The installments vested and became exercisable on February 24 of each of 2021, 2022, 2023 and 2024.
- The options vest in four equal annual installments. The first three installments vested and became exercisable on March 1 of each of 2022, 2023, and 2024. The last installment will vest and become exercisable on March 1, 2025.

/s/ Monica Shilling, by Power of Attorney 03/01/2024

\*\* 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.

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