

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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FLOOR & DECOR HOLDINGS, INC.
2500 WINDY RIDGE PARKWAY, SE
ATLANTA, GA 30339
ATTN: INVESTOR RELATIONS

Your **Vote** Counts!

FLOOR & DECOR HOLDINGS, INC.

2025 Annual Meeting

Vote by May 6, 2025

11:59 PM ET



V63356-P23182

You invested in FLOOR & DECOR HOLDINGS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on May 7, 2025.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 23, 2025. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 7, 2025
1:00 pm Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/FND2025

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors Nominees:	
1a. Nada Aried	✔ For
1b. Norman Axelrod	✔ For
1c. William Giles	✔ For
1d. Dwight James	✔ For
1e. Melissa Kersey	✔ For
1f. Ryan Marshall	✔ For
1g. Richard Sullivan	✔ For
1h. Thomas Taylor	✔ For
1i. Felicia Thornton	✔ For
1j. George Vincent West	✔ For
1k. Charles Young	✔ For
2. Ratify the appointment of Ernst & Young LLP as independent auditors for Floor & Decor Holdings, Inc.'s (the "Company") 2025 fiscal year.	✔ For
3. Approve, by non-binding vote, the compensation paid to the Company's named executive officers for the 2024 fiscal year.	✔ For
4. Approve an amendment to the Company's Certificate of Incorporation to eliminate legacy classified board provisions that no longer apply.	✔ For
5. Approve an amendment to the Company's Certificate of Incorporation to provide for exculpation of officers as permitted by Delaware law.	✔ For
6. Approve an amendment to the Company's Certificate of Incorporation to allow stockholders holding 25% or more of the Company's common stock to cause the Company to call a special meeting of stockholders.	✔ For
7. Stockholder proposal regarding shareholder ability to call for a special shareholder meeting.	✘ Against

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".