

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

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended September 24, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ____ to ____

Commission file number 001-38070

Floor & Decor Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

27-3730271

(I.R.S. Employer Identification No.)

2500 Windy Ridge Parkway SE

Atlanta, Georgia

(Address of principal executive offices)

30339

(Zip Code)

(404) 471-1634

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year,
if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.001 par value per share	FND	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller Reporting Company	☐
		Emerging Growth Company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 26, 2026
Class A common stock, \$0.001 par value per share	104,234,211

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Forward-Looking Statements

The discussion in this Form 10-Q for the quarterly period ended September 24, 2026 (the “Quarterly Report”), including under Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Part I and Item 1A, “Risk Factors” of Part II, contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact contained in this Quarterly Report, including statements regarding our future operating results and financial position, business strategy and plans, and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “seeks,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “budget,” “potential,” or “continue” or the negative of these terms or other similar expressions.

The forward-looking statements contained in this Quarterly Report are based on our current expectations, assumptions, estimates, and projections regarding the Company’s business, the economy, and other future conditions. These statements involve known and unknown risks, uncertainties, and other important factors that may cause our actual results, performance, or achievements to be materially different from any future results, performance, or achievements expressed or implied by the forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements in this Quarterly Report are reasonable, we cannot guarantee future events, results, performance, or achievements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements in this Quarterly Report, including, without limitation, those factors described in Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of Part I of this Quarterly Report, Item 1A, “Risk Factors” of Part II of this Quarterly Report, and elsewhere in the Company’s filings with the Securities and Exchange Commission (the “SEC”). Some of the key factors that could cause actual results to differ from our expectations include the following:

- macroeconomic headwinds, including high interest rates and weak home sales;
- our failure to successfully manage new store growth or higher than expected costs;
- our ability to manage our comparable store sales;
- our inability to lease or acquire new store locations on acceptable terms, renew or replace our current store leases, or make payments under our leases;
- our failure to maintain and enhance our brand image and awareness;
- our failure to successfully anticipate and manage trends, consumer preferences, and demand;
- our inability to successfully manage increased competition;
- adverse changes in global trade policies, tariffs, or import enforcement actions, any of which could impact our ability to import from foreign suppliers, raise our costs, or disrupt our supply chain;
- our inability to manage our inventory, including the impact of inventory obsolescence, shrink, and damage;
- any disruption in our distribution capabilities, supply chain, and our related planning and control processes, including carrier capacity constraints, blocked trade lanes, port congestion, strike, or shut down, and other supply chain costs or product shortages;
- any increases in wholesale prices of products, materials, and transportation costs beyond our control, including increases in costs due to inflation or tariffs;
- the resignation, incapacitation, or death of any key personnel, including our executive officers;
- our inability to attract, hire, train, and retain highly qualified managers and staff;
- the impact of any labor activities;
- our dependence on foreign imports for the products we sell, including risks associated with obtaining products from abroad;
- any failure by any of our suppliers to supply us with quality products on attractive terms and prices or to adhere to the quality standards that we set for our products;
- our inability to locate sufficient suitable natural products;
- the effects of weather conditions, natural disasters, or other unexpected events, including public health crises, that may disrupt our operations;

- personal injury, product liability and warranty claims and related governmental investigations;
- any allegations, investigations, lawsuits, or violations of laws and regulations applicable to us, our products, or our suppliers;
- our inability to adequately protect the privacy and security of information related to our customers, us, our associates, our suppliers, and other third parties;
- any material disruption in our information systems, including our website;
- our inability to maintain sufficient levels of cash flow or liquidity to fund our expanding business and service our existing indebtedness;
- new or changing laws or regulations, including tax laws and trade policies and regulations;
- payments-related risks;
- any failure to protect our intellectual property rights or disputes regarding our intellectual property or the intellectual property of third parties;
- the impact of any future strategic transactions;
- restrictions imposed by our indebtedness on our current and future operations, including risks related to our variable rate debt;
- our implementation, continuation, or suspension of share repurchases; and
- our ability to manage risks related to corporate social responsibility.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, you should not rely on these forward-looking statements as predictions of future events. The forward-looking statements contained in this Quarterly Report speak only as of the date hereof. New risks and uncertainties arise over time, and it is not possible for us to predict those events or how they may affect us. If a change to the events and circumstances reflected in our forward-looking statements occurs, our business, financial condition, and operating results may vary materially from those expressed in our forward-looking statements. Except as required by applicable law, we do not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, or otherwise.

PART I – FINANCIAL INFORMATION
Item 1. Financial Statements

Floor & Decor Holdings, Inc. and Subsidiaries
Condensed Consolidated Balance Sheets
(Unaudited)

<i>in thousands, except for share and per share data</i>	September 24, 2026	December 25, 2025
Assets		
Current assets:		
Cash and cash equivalents	\$ 392,484	\$ 249,296
Income taxes receivable	15,849	7,270
Receivables, net	123,668	94,068
Inventories, net	1,173,083	1,133,083
Prepaid expenses and other current assets	52,563	44,214
Total current assets	1,757,647	1,527,931
Fixed assets, net	1,864,288	1,856,127
Right-of-use assets	1,614,826	1,617,772
Intangible assets, net	143,835	146,536
Goodwill	257,940	257,940
Deferred income tax assets, net	25,372	19,298
Other assets	52,309	43,754
Total long-term assets	3,958,570	3,941,427
Total assets	\$ 5,716,217	\$ 5,469,358
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of term loan	\$ 2,000	\$ 2,629
Current portion of lease liabilities	168,649	155,661
Trade accounts payable	790,712	683,675
Accrued expenses and other current liabilities	360,185	298,740
Deferred revenue	14,164	10,685
Total current liabilities	1,335,710	1,151,390
Term loan	193,533	193,589
Lease liabilities	1,629,962	1,639,598
Deferred income tax liabilities, net	42,537	49,479
Other liabilities	29,493	26,466
Total long-term liabilities	1,895,525	1,909,132
Total liabilities	3,231,235	3,060,522
Commitments and contingencies (Note 5)		
Stockholders' equity		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; 0 shares issued and outstanding at September 24, 2026 and December 25, 2025	—	—
Common stock Class A, \$0.001 par value; 450,000,000 shares authorized; 105,433,704 shares issued and outstanding at September 24, 2026 and 107,774,329 shares issued and outstanding at December 25, 2025	105	108
Additional paid-in capital	611,745	577,786
Accumulated other comprehensive income, net	—	22
Retained earnings	1,873,132	1,830,920
Total stockholders' equity	2,484,982	2,408,836
Total liabilities and stockholders' equity	\$ 5,716,217	\$ 5,469,358

See accompanying notes to condensed consolidated financial statements.

Floor & Decor Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Operations and Comprehensive Income
(Unaudited)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
<i>in thousands, except for per share data</i>				
Net sales	\$ 1,214,561	\$ 1,179,527	\$ 3,617,109	\$ 3,554,417
Cost of sales	683,238	667,571	1,975,216	2,001,605
Gross profit	531,323	511,956	1,641,893	1,552,812
Selling, general and administrative expenses	453,342	439,939	1,387,532	1,334,672
Operating income	77,981	72,017	254,361	218,140
Interest (income) expense, net	(382)	591	(1,527)	3,215
Loss on extinguishment of debt	—	—	1,328	—
Income before income taxes	78,363	71,426	254,560	214,925
Income tax expense	13,540	14,166	54,158	45,609
Net income	\$ 64,823	\$ 57,260	\$ 200,402	\$ 169,316
Change in fair value of hedge instruments, net of tax	—	24	(22)	35
Total comprehensive income	\$ 64,823	\$ 57,284	\$ 200,380	\$ 169,351
Basic earnings per share	\$ 0.61	\$ 0.53	\$ 1.87	\$ 1.57
Diluted earnings per share	\$ 0.61	\$ 0.53	\$ 1.86	\$ 1.56

See accompanying notes to condensed consolidated financial statements.

Floor & Decor Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)

<i>in thousands</i>	Common Stock Class A		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance, December 26, 2025	107,774	\$ 108	\$ 577,786	\$ 22	\$ 1,830,920	\$ 2,408,836
Stock-based compensation expense	—	—	8,369	—	—	8,369
Exercise of stock options	100	—	2,534	—	—	2,534
Issuance of common stock upon vesting of restricted stock units	248	—	—	—	—	—
Shares issued under employee stock purchase plan	53	—	2,882	—	—	2,882
Common stock redeemed for tax liability	(81)	—	(5,618)	—	—	(5,618)
Other comprehensive gain, net of tax	—	—	—	25	—	25
Net income	—	—	—	—	39,709	39,709
Balance, March 26, 2026	108,094	\$ 108	\$ 585,953	\$ 47	\$ 1,870,629	\$ 2,456,737
Stock-based compensation expense	—	—	7,504	—	—	7,504
Exercise of stock options	113	—	2,107	—	—	2,107
Issuance of common stock upon vesting of restricted stock units	14	—	—	—	—	—
Common stock redeemed for tax liability	(4)	—	(218)	—	—	(218)
Repurchase of common stock	(1,331)	(1)	—	—	(66,078)	(66,079)
Other comprehensive loss, net of tax	—	—	—	(47)	—	(47)
Net income	—	—	—	—	95,870	95,870
Balance, June 25, 2026	106,886	\$ 107	\$ 595,346	\$ —	\$ 1,900,421	\$ 2,495,874
Stock-based compensation expense	—	—	8,684	—	—	8,684
Exercise of stock options	262	—	5,566	—	—	5,566
Issuance of common stock upon vesting of restricted stock units	10	—	—	—	—	—
Shares issued under employee stock purchase plan	43	—	2,335	—	—	2,335
Common stock redeemed for tax liability	(2)	—	(186)	—	—	(186)
Repurchase of common stock	(1,765)	(2)	—	—	(92,112)	(92,114)
Net income	—	—	—	—	64,823	64,823
Balance, September 24, 2026	105,434	\$ 105	\$ 611,745	\$ —	\$ 1,873,132	\$ 2,484,982

See accompanying notes to condensed consolidated financial statements.

Floor & Decor Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' Equity
(Unaudited)

<i>in thousands</i>	Common Stock Class A		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
Balance, December 27, 2024	107,357	\$ 107	\$ 547,818	\$ (40)	\$ 1,622,273	\$ 2,170,158
Stock-based compensation expense	—	—	6,580	—	—	6,580
Exercise of stock options	50	—	1,288	—	—	1,288
Issuance of common stock upon vesting of restricted stock units	247	1	(1)	—	—	—
Shares issued under employee stock purchase plan	36	—	3,081	—	—	3,081
Common stock redeemed for tax liability	(84)	—	(8,212)	—	—	(8,212)
Other comprehensive loss, net of tax	—	—	—	(10)	—	(10)
Net income	—	—	—	—	48,878	48,878
Balance, March 27, 2025	107,606	\$ 108	\$ 550,554	\$ (50)	\$ 1,671,151	\$ 2,221,763
Stock-based compensation expense	—	—	8,922	—	—	8,922
Exercise of stock options	23	—	754	—	—	754
Issuance of common stock upon vesting of restricted stock units	12	—	—	—	—	—
Common stock redeemed for tax liability	(3)	—	(296)	—	—	(296)
Other comprehensive gain, net of tax	—	—	—	21	—	21
Net income	—	—	—	—	63,178	63,178
Balance, June 26, 2025	107,638	\$ 108	\$ 559,934	\$ (29)	\$ 1,734,329	\$ 2,294,342
Stock-based compensation expense	—	—	6,870	—	—	6,870
Exercise of stock options	60	—	1,019	—	—	1,019
Issuance of common stock upon vesting of restricted stock units	10	—	—	—	—	—
Shares issued under employee stock purchase plan	42	—	2,889	—	—	2,889
Common stock redeemed for tax liability	(4)	—	(254)	—	—	(254)
Other comprehensive gain, net of tax	—	—	—	24	—	24
Net income	—	—	—	—	57,260	57,260
Balance, September 25, 2025	107,746	\$ 108	\$ 570,458	\$ (5)	\$ 1,791,589	\$ 2,362,150

See accompanying notes to condensed consolidated financial statements.

Floor & Decor Holdings, Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025
<i>in thousands</i>		
Operating activities		
Net income	\$ 200,402	\$ 169,316
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	187,200	180,492
Stock-based compensation expense	24,557	22,372
Deferred income taxes	(13,066)	(23,937)
Loss on extinguishment of debt	1,328	—
Changes in operating assets and liabilities:		
Receivables, net	(29,600)	(4,223)
Inventories, net	(40,000)	(31,562)
Trade accounts payable	115,864	(73,765)
Accrued expenses and other current liabilities	15,545	22,533
Income taxes	30,044	9,431
Deferred revenue	3,479	(178)
Other, net	(10,445)	(12,711)
Net cash provided by operating activities	485,308	257,768
Investing activities		
Purchases of fixed assets	(187,918)	(238,839)
Net cash used in investing activities	(187,918)	(238,839)
Financing activities		
Proceeds from term loan	200,000	—
Payments on term loan	(198,190)	(1,577)
Payments of debt issuance costs	(7,571)	—
Payments of contingent earn-out liabilities	(750)	(806)
Proceeds from exercise of stock options	10,207	3,061
Proceeds from employee stock purchase plan	5,217	5,970
Tax payments for stock-based compensation awards	(6,022)	(8,762)
Payments for repurchase of common stock	(157,093)	—
Net cash used in financing activities	(154,202)	(2,114)
Net increase in cash and cash equivalents	143,188	16,815
Cash and cash equivalents, beginning of the period	249,296	187,669
Cash and cash equivalents, end of the period	\$ 392,484	\$ 204,484
Supplemental disclosures of cash flow information		
Buildings and equipment acquired under operating leases	\$ 118,728	\$ 399,656
Cash paid for interest, net of capitalized interest	\$ 9,083	\$ 7,084
Cash paid for income taxes, net of refunds	\$ 35,676	\$ 59,846
Fixed assets accrued at the end of the period	\$ 45,965	\$ 64,846

See accompanying notes to condensed consolidated financial statements.

Floor & Decor Holdings, Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation and Summary of Significant Accounting Policies

Nature of Business

Floor & Decor Holdings, Inc., together with its subsidiaries (“Floor & Decor,” the “Company,” “we,” “our,” or “us”) is a high-growth, differentiated, multi-channel specialty retailer of hard surface flooring and related accessories and seller of commercial surfaces. The Company offers a broad in-stock assortment of laminate and vinyl, tile, wood, and natural stone flooring and installation materials and decorative accessories, as well as adjacent categories, at everyday low prices. Our stores appeal to a variety of customers, including professional installers and commercial businesses (“Pro”) and homeowners, which are comprised of do-it-yourself customers (“DIY”) and buy-it-yourself customers, who buy our products for professional installation (“BIY”).

As of September 24, 2026, the Company, through its wholly owned subsidiary, Floor and Decor Outlets of America, Inc. (“Outlets”), operates 282 warehouse-format stores, which average 75,000 square feet, and five small-format standalone design studios in 39 states, as well as five distribution centers, a website, *FloorandDecor.com*, and a commercial surfaces business through its subsidiary, Spartan Surfaces, LLC (“Spartan”). Substantially all of the Company’s operating assets and liabilities are held by Outlets.

Fiscal Year

The Company’s fiscal year is the 52- or 53-week period ending on the Thursday on or preceding December 31st. The fiscal year ending December 31, 2026 (“fiscal 2026”) includes 53 weeks and the fiscal year ended December 25, 2025 (“fiscal 2025”) included 52 weeks. 52-week fiscal years consist of thirteen-week periods in each quarter of the fiscal year. When a 53-week fiscal year occurs, the Company reports the additional week at the end of the fiscal fourth quarter.

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. These financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial information. The Condensed Consolidated Balance Sheet as of December 25, 2025 has been derived from the audited Consolidated Balance Sheet for the fiscal year then ended. The interim condensed consolidated financial statements should be read together with the audited consolidated financial statements and related footnote disclosures included in the Company’s Annual Report on Form 10-K for fiscal 2025, filed with the SEC on February 19, 2026 (the “Annual Report”). Certain prior period amounts have been reclassified to conform with the current period presentation. Management believes the accompanying unaudited condensed consolidated financial statements reflect all normal recurring adjustments considered necessary for a fair statement of results for the interim periods presented. Results of operations for the thirteen and thirty-nine weeks ended September 24, 2026 are not necessarily indicative of the results to be expected for the full year.

Summary of Significant Accounting Policies

There were no significant changes to our Significant Accounting Policies as disclosed in the Annual Report. For more information regarding our Significant Accounting Policies and Estimates, see Note 1, “Summary of Significant Accounting Policies” in Part II, Item 8, “Financial Statements and Supplementary Data” of our Annual Report.

Recently Adopted Accounting Pronouncements

The Company did not adopt any new accounting pronouncements during the thirty-nine weeks ended September 24, 2026 that had a material impact on the Company’s financial position, results of operations, or cash flows.

Recently Issued Accounting Pronouncements

There were no significant changes in the recently issued accounting pronouncements from those disclosed in Note 1, “Summary of Significant Accounting Policies” in Part II, Item 8, “Financial Statements and Supplementary Data” of our Annual Report. Recently issued accounting pronouncements not disclosed in this Quarterly Report or in the Annual Report are either not applicable to the Company or are not expected to have a material impact to the Company.

2. Revenue

Net sales consist of revenue associated with contracts with customers for the sale of goods and services in amounts that reflect the consideration the Company is entitled to receive in exchange for those goods and services.

Deferred Revenue & Contract Liabilities

In accordance with ASC 606, *Revenue from Contracts with Customers*, the Company recognizes revenue when the customer obtains control of the inventory. Amounts in deferred revenue at period-end reflect orders for which the inventory was not yet ready for physical transfer to customers.

Contract liabilities within the Condensed Consolidated Balance Sheets primarily consisted of deferred revenue as well as amounts in accrued expenses and other current liabilities related to our Pro Premier Rewards loyalty program and unredeemed gift cards. As of September 24, 2026, contract liabilities totaled \$84.5 million and included \$59.9 million of loyalty program liabilities, \$14.2 million of deferred revenue, and \$10.4 million of unredeemed gift cards. As of December 25, 2025, contract liabilities totaled \$77.9 million and included \$57.9 million of loyalty program liabilities, \$10.7 million of deferred revenue, and \$9.3 million of unredeemed gift cards. Of the contract liabilities outstanding as of December 25, 2025, approximately \$16.6 million was recognized in revenue during the thirty-nine weeks ended September 24, 2026.

Disaggregated Revenue

The Company has one reportable segment. The following tables present the net sales of each major product category:

	Thirteen Weeks Ended			
	September 24, 2026		September 25, 2025	
	Net Sales	% of Net Sales	Net Sales	% of Net Sales
<i>dollars in thousands</i>				
Tile	\$ 282,596	23 %	\$ 269,646	23 %
Laminate and vinyl	279,179	23	287,689	25
Installation materials and tools	266,151	22	242,005	21
Decorative accessories and wall tile	195,465	16	192,278	16
Wood	93,491	8	83,785	7
Natural stone	51,807	4	51,111	4
Adjacent categories	25,430	2	28,551	2
Other ⁽¹⁾	20,442	2	24,462	2
Total	\$ 1,214,561	100 %	\$ 1,179,527	100 %

	Thirty-nine Weeks Ended			
	September 24, 2026		September 25, 2025	
	Net Sales	% of Net Sales	Net Sales	% of Net Sales
<i>dollars in thousands</i>				
Tile	\$ 851,119	24 %	\$ 808,392	23 %
Laminate and vinyl	826,284	23	878,773	25
Installation materials and tools	781,778	22	718,931	20
Decorative accessories and wall tile	600,807	17	588,753	17
Wood	269,794	7	252,207	7
Natural stone	155,802	4	155,140	4
Adjacent categories	78,566	2	89,101	2
Other ⁽¹⁾	52,959	1	63,120	2
Total	\$ 3,617,109	100 %	\$ 3,554,417	100 %

(1) Other includes delivery, sample, and other product revenue and adjustments for deferred revenue, sales returns reserves, and other revenue related adjustments that are not allocated on a product-category basis.

3. Debt

On June 24, 2026, the Company refinanced its senior secured term loan credit facility due February 14, 2027 (“2016 Term Loan Facility”) by entering into a new \$200.0 million senior secured term loan credit facility due June 24, 2033 (“2026 Term Loan Facility”). Proceeds from the 2026 Term Loan Facility were used to repay the remaining \$197.1 million outstanding under the 2016 Term Loan Facility. The 2026 Term Loan Facility includes an incremental facility feature that allows the Company, under certain circumstances, to increase the size of the facility by an amount up to the sum of (i) the greater of (x) \$530.0 million or (y) 100% of Consolidated EBITDA (as defined in the 2026 Term Loan Facility), plus (ii) an additional amount based on certain leverage incurrence conditions, in each case, subject to certain additional adjustments.

In connection with the refinancing of the 2016 Term Loan Facility, the Company recognized a \$1.1 million loss on extinguishment of debt during the thirty-nine weeks ended September 24, 2026. The Company incurred \$4.6 million of debt issuance costs and original issue discounts related to the 2026 Term Loan Facility.

On June 24, 2026, the Company refinanced its senior secured asset-based loan (“ABL”) facility maturing on August 4, 2027 (“2016 ABL Facility”) by entering into a new senior secured ABL facility maturing on June 24, 2031 (“2026 ABL Facility”). The aggregate revolving commitments under the 2026 ABL Facility remain the same as under the 2016 ABL Facility at \$800.0 million. The 2026 ABL Facility allows the Company, under certain circumstances, to increase the size of the facility by an amount up to \$200.0 million.

In connection with the refinancing of the 2016 ABL Facility, the Company recognized a \$0.2 million loss on extinguishment of debt during the thirty-nine weeks ended September 24, 2026. The Company incurred \$2.9 million of deferred financing costs related to the 2026 ABL Facility.

The following table summarizes the Company’s long-term debt as of September 24, 2026 and December 25, 2025:

<i>dollars in thousands</i>	Interest Rate Per Annum at September 24, 2026		September 24, 2026	December 25, 2025
Credit Facilities:				
2026 Term Loan Facility	5.90%	Variable	\$ 200,000	\$ —
2016 Term Loan Facility			—	198,190
2026 ABL Facility	5.02%	Variable	—	—
2016 ABL Facility			—	—
Total outstanding borrowings			200,000	198,190
Less: unamortized discount and debt issuance costs			4,467	1,972
Total long-term debt			195,533	196,218
Less: current portion of long-term debt			2,000	2,629
Total long-term debt, less current portion			\$ 193,533	\$ 193,589

The following table summarizes scheduled maturities of the Company’s debt as of September 24, 2026:

<i>in thousands</i>	Amount
Fourteen weeks ending December 31, 2026	\$ 1,000
2027	1,500
2028	2,000
2029	2,000
2030	2,000
Thereafter	191,500
Total minimum debt payments	\$ 200,000

Components of interest (income) expense, net are as follows for the periods presented:

<i>in thousands</i>	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Interest expense	\$ 3,882	\$ 4,311	\$ 11,788	\$ 12,862
Less:				
Interest income ⁽¹⁾	3,594	1,952	11,318	5,488
Capitalized interest	670	1,768	1,997	4,159
Interest (income) expense, net	<u>\$ (382)</u>	<u>\$ 591</u>	<u>\$ (1,527)</u>	<u>\$ 3,215</u>

(1) For the thirteen weeks ended September 24, 2026 and the thirteen and thirty-nine weeks ended September 25, 2025, the amount includes interest income related to the Company's cash on hand. For the thirty-nine weeks ended September 24, 2026, the amount includes interest income related to the Company's cash on hand and statutory interest on International Emergency Economic Powers Act ("IEEPA") tariff refunds.

Term Loan Facility

The 2026 Term Loan Facility bears interest, at the Company's option, at an annual rate equal to Adjusted Term Secured Overnight Financing Rate ("SOFR") or the Alternate Base Rate ("ABR") (each as defined in the 2026 Term Loan Facility), in each case, plus an applicable margin. The applicable margin equals (i) with respect to SOFR Loans (as defined in the 2026 Term Loan Facility), 2.00% per annum and (ii) with respect to ABR Loans (as defined in the 2026 Term Loan Facility), 1.00% per annum.

All obligations under the 2026 Term Loan Facility are secured by (1) a first-priority security interest in substantially all of the property and assets of Outlets and the other guarantors under the 2026 Term Loan Facility (other than the collateral that secures the 2026 ABL Facility on a first-priority basis), with certain exceptions, and (2) a second-priority security interest in the collateral securing the 2026 ABL Facility on a first-priority basis.

ABL Facility

Borrowings under the 2026 ABL Facility bear interest, at the Company's option, at a rate equal to Term SOFR, Daily SOFR, or the Base Rate (each as defined in the 2026 ABL Facility), in each case plus an applicable margin. The applicable margin equals (i) with respect to Term SOFR Loans, Daily SOFR Loans and Letter of Credit Fees for Standby Letters of Credit (each as defined in the 2026 ABL Facility), 1.125% per annum, (ii) with respect to Base Rate Loans (as defined in the 2026 ABL Facility), 0.125% per annum and (iii) with respect to Letter of Credit Fees for Commercial Letters of Credit (as defined in the 2026 ABL Facility), 0.75%.

The 2026 ABL Facility has actual available borrowings limited to a borrowing base comprised of eligible credit card receivables, inventory, trade receivables, cash on hand, and letter of credit exposure, each subject to specified advance rates, appraisal percentages, or reserves (each as defined in the 2026 ABL Facility). The 2026 ABL Facility is available for issuance of letters of credit and contains a sublimit of \$95.0 million for standby letters of credit and commercial letters of credit combined, with available borrowings reduced by the face amount of outstanding letters of credit.

All obligations under the 2026 ABL Facility are secured by (1) a first-priority security interest in the cash and cash equivalents, accounts receivable, inventory, and related current assets of Outlets and the other guarantors under the 2026 ABL Facility, with certain exceptions, and (2) a second-priority security interest in substantially all of the other property and assets of Outlets and the other guarantors that secure the 2026 Term Loan Facility on a first-priority basis.

As of September 24, 2026, net availability under the 2026 ABL Facility was \$641.3 million as reduced by letters of credit of \$39.5 million.

Covenants

The credit agreements governing the 2026 Term Loan Facility and 2026 ABL Facility contain customary restrictive covenants, which, among other things and with certain exceptions, limit the Company's ability to (i) incur additional indebtedness and liens in connection with such indebtedness, (ii) pay dividends and make certain other restricted payments, (iii) effect mergers or consolidations, (iv) enter into transactions with affiliates, (v) sell or dispose of property or assets, and (vi) engage in unrelated lines of business. In addition, these credit agreements subject the Company to certain reporting obligations and require that the Company satisfy certain financial covenants, including, among other things, a requirement that if borrowings under the 2026 ABL Facility exceed 90% of availability, the Company will maintain a certain fixed charge coverage ratio (defined as Consolidated EBITDA less non-financed capital expenditures and income taxes paid to consolidated fixed charges, in each case as more fully defined in the 2026 ABL Facility).

The 2026 Term Loan Facility has no financial maintenance covenants. The Company is currently in compliance with all covenants under the credit agreements.

Fair Value of Debt

Market risk associated with the Company's debt relates to the potential change in fair value and negative impact to future earnings, respectively, from a change in interest rates. The aggregate fair value of debt is based primarily on the Company's estimates of interest rates, maturities, credit risk, and underlying collateral. The estimated fair value and classification within the fair value hierarchy of the 2026 Term Loan Facility and 2016 Term Loan Facility was as follows as of September 24, 2026 and December 25, 2025, respectively:

<i>in thousands</i>	Fair Value Hierarchy Classification	September 24, 2026	December 25, 2025
2026 Term Loan Facility	Level 3	\$ 200,250	\$ —
2016 Term Loan Facility	Level 3	\$ —	\$ 197,943

The 2026 Term Loan Facility and 2016 Term Loan Facility fair values are classified as Level 3 within the fair value hierarchy due to the use of unobservable inputs significant to the valuation, including indicative pricing from counterparties and discounted cash flow methods. No amounts were outstanding under the 2026 ABL Facility and 2016 ABL Facility as of September 24, 2026 and December 25, 2025, respectively.

4. Income Taxes

Effective tax rates for the thirteen and thirty-nine weeks ended September 24, 2026 and September 25, 2025 were based on the Company's forecasted annualized effective tax rates and were adjusted for discrete items that occurred within each period. The Company's effective income tax rate was 17.3% and 19.8% for the thirteen weeks ended September 24, 2026 and September 25, 2025, respectively, and 21.3% and 21.2% for the thirty-nine weeks ended September 24, 2026 and September 25, 2025, respectively. The effective tax rate decrease during the thirteen weeks ended September 24, 2026 was primarily due to an increase in tax credits.

5. Commitments and Contingencies

Lease Commitments

The Company accounts for leases in accordance with ASC 842, *Leases*. The majority of the Company's long-term operating lease agreements are for its retail locations, distribution centers, and corporate office, which expire in various years through 2055. Most of these agreements are retail leases wherein both the land and building are leased. The Company also has ground leases in which only the land is leased. The initial lease terms for the Company's retail locations, distribution centers, and corporate office typically range from 10-20 years. The majority of the Company's leases also include options to extend, which are factored into the recognition of their respective assets and liabilities when appropriate based on management's assessment of the probability that the options will be exercised.

When readily determinable, the rate implicit in the lease is used to discount lease payments to present value; however, substantially all of the Company's leases do not provide a readily determinable implicit rate. If the rate implicit in the lease is not readily determinable, the Company uses a third party to assist in the determination of a secured incremental borrowing rate, determined on a collateralized basis, to discount lease payments based on information available at lease commencement. The secured incremental borrowing rate is estimated based on yields obtained from Bloomberg for U.S. consumers with a BB credit rating and is adjusted for collateralization as well as inflation. As of September 24, 2026 and September 25, 2025, the Company's weighted average discount rate was 6.1% and 6.0%, respectively. As of both September 24, 2026 and September 25, 2025, the weighted average remaining lease term of the Company's leases was approximately 12 years.

Lease Costs

The table below presents components of lease expense for operating leases within the Company's Condensed Consolidated Statements of Operations and Comprehensive Income:

in thousands	Classification	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
		September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Fixed operating lease cost:	Selling, general and administrative expenses	\$ 55,145	\$ 51,664	\$ 163,018	\$ 151,784
	Cost of sales	13,610	13,124	40,958	35,414
Total fixed operating lease cost		68,755	64,788	203,976	187,198
Variable lease cost ⁽¹⁾ :	Selling, general and administrative expenses	18,866	19,973	61,644	63,482
	Cost of sales	1,955	1,986	5,503	5,713
Total variable lease cost		20,821	21,959	67,147	69,195
Total operating lease cost ⁽²⁾		\$ 89,576	\$ 86,747	\$ 271,123	\$ 256,393

(1) Includes variable costs for common area maintenance, property taxes, and insurance on leased real estate.

(2) Excludes short-term lease costs, which were immaterial for the thirteen and thirty-nine weeks ended September 24, 2026 and September 25, 2025.

Undiscounted Cash Flows

Future minimum lease payments under non-cancelable operating leases as of September 24, 2026 were as follows:

in thousands	Amount
Fourteen weeks ending December 31, 2026	\$ 65,196
2027	274,225
2028	255,770
2029	241,707
2030	220,918
Thereafter	1,530,246
Total minimum lease payments ^{(1) (2)}	2,588,062
Less: amount of lease payments representing interest	789,451
Present value of future minimum lease payments	1,798,611
Less: current obligations under leases	168,649
Long-term lease obligations	\$ 1,629,962

(1) Future lease payments exclude approximately \$44.8 million of legally binding minimum lease payments for operating leases signed but not yet commenced.

(2) Operating lease payments include \$288.7 million related to options to extend lease terms that are reasonably certain of being exercised.

For the thirty-nine weeks ended September 24, 2026 and September 25, 2025, cash paid for amounts included in the measurement of operating lease liabilities was \$200.1 million and \$184.8 million, respectively.

Litigation

The Company is subject to various legal actions, claims, and proceedings arising in the ordinary course of business, which may include claims related to general liability, workers' compensation, personal injury, product liability, intellectual property, and employment-related matters resulting from its business activities. As with most actions such as these, an estimation of any possible and/or ultimate liability cannot always be determined. The Company establishes reserves for specific legal proceedings when it determines that the likelihood of an unfavorable outcome is probable and the amount of loss can be reasonably estimated. These various ordinary course proceedings are not expected to have a material impact on the Company's consolidated financial position, cash flows, or results of operations. Regardless of the outcome, however, litigation can have an adverse impact on the Company because of defense and settlement costs, diversion of management resources, and other factors.

Tariffs

On February 20, 2026, the U.S. Supreme Court invalidated tariffs imposed under IEEPA. On March 4, 2026, the U.S. Court of International Trade ordered U.S. Customs and Border Protection ("CBP") to begin refunding all tariffs imposed under IEEPA. On April 20, 2026, CBP launched a formal process for submitting IEEPA refund claims, through which the Company filed its refund claims. As of September 24, 2026, the Company had received substantially all \$87 million of previously paid IEEPA tariffs. During the thirty-nine weeks ended September 24, 2026, the Company recognized a one-time benefit of approximately \$56 million of the refund through cost of sales. The remaining amount was recognized as a reduction to inventories, net, related to previously capitalized IEEPA tariffs and will be recognized through cost of sales as the related inventory is sold. Statutory interest associated with refunded IEEPA tariffs was recognized in interest (income) expense, net during the thirty-nine weeks ended September 24, 2026.

6. Stockholders' Equity

In accordance with ASC 718, *Compensation – Stock Compensation*, the Company measures compensation cost for all stock-based awards at fair value on the date of grant and recognizes compensation expense, net of forfeitures, using the straight-line method over the requisite service period of awards expected to vest, which for each of the awards is the service vesting period. Stock-based compensation expense within the Company's Condensed Consolidated Statements of Operations and Comprehensive Income for the thirty-nine weeks ended September 24, 2026 and September 25, 2025 was \$24.6 million and \$22.4 million, respectively.

Stock Options

The table below summarizes stock option activity for the thirty-nine weeks ended September 24, 2026:

	Stock Options	
	Shares	Weighted Average Exercise Price
Outstanding at December 26, 2025	988,971	\$ 32.03
Exercised	(475,352)	\$ 21.47
Forfeited or expired	(12,932)	\$ 78.52
Outstanding at September 24, 2026	500,687	\$ 40.83
Vested and exercisable at September 24, 2026	500,687	\$ 40.83

Restricted Stock Units

The Company periodically grants restricted stock units ("RSUs"), each of which represents an unfunded, unsecured right to receive a share of the Company's Class A common stock upon vesting. During the thirty-nine weeks ended September 24, 2026, the Company granted RSUs to certain employees, executive officers, and non-employee directors comprised of service-based RSUs and performance-based RSUs. Service-based RSUs vest based on the grantee's continued service through the vesting date. The performance-based RSUs cliff vest based on (i) the Company's achievement of predetermined financial metrics at the end of a three-year performance period and (ii) the grantee's continued service through the vesting date. Depending on the extent to which the relevant performance goals are achieved, the number of common shares earned upon vesting may range from 0% to 200% of the award granted. The Company assesses the probability of achieving all performance goals on a quarterly basis. The service period for RSUs granted during the period varies by grantee and is one year from the grant date for non-employee directors and two to four years from the grant date for employees and executive officers. The grant-date fair value of service-based RSUs and performance-based RSUs is based on the closing market price of the Company's Class A common stock on the date of grant.

The following table summarizes RSU activity during the thirty-nine weeks ended September 24, 2026:

	Restricted Stock Units					
	Service-based		Performance-based		Total shareholder return	
	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value	Shares	Weighted Average Grant Date Fair Value
Unvested at December 26, 2025	561,965	\$ 98.20	266,308	\$ 94.72	37,835	\$ 104.67
Granted	583,494	\$ 64.37	130,067	\$ 68.34	—	\$ —
Vested	(271,863)	\$ 98.12	—	\$ —	—	\$ —
Forfeited	(79,104)	\$ 81.87	(145,657)	\$ 90.15	(37,835)	\$ 104.67
Unvested at September 24, 2026	794,492	\$ 75.04	250,718	\$ 83.69	—	\$ —

Share Repurchase Program

On April 23, 2026, the Company's Board of Directors approved a share repurchase program authorizing the Company to repurchase up to \$400.0 million of the Company's common stock. The share repurchase program has no expiration date and does not obligate the Company to repurchase any shares under the program. As of September 24, 2026, the Company had remaining authorization under the share repurchase program of \$242.9 million.

The following table summarizes the Company's share repurchase activity for the periods presented:

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Total number of shares repurchased	1,764,759	—	3,095,734	—
Average price paid per share ⁽¹⁾	\$ 51.79	\$ —	\$ 50.75	\$ —
Total cost of shares repurchased (in thousands) ⁽¹⁾	\$ 91,393	\$ —	\$ 157,093	\$ —

(1) Amounts exclude applicable excise tax.

7. Earnings Per Share

Net Income per Common Share

The Company calculates basic earnings per share by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares outstanding adjusted for the dilutive effect of share-based awards using the treasury stock method.

The following table shows the computation of basic and diluted earnings per share for the periods presented:

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
<i>in thousands, except for per share data</i>				
Net income	\$ 64,823	\$ 57,260	\$ 200,402	\$ 169,316
Basic weighted average shares outstanding	106,425	107,714	107,375	107,597
Dilutive effect of share-based awards	273	754	403	815
Diluted weighted average shares outstanding	106,698	108,468	107,778	108,412
Basic earnings per share	\$ 0.61	\$ 0.53	\$ 1.87	\$ 1.57
Diluted earnings per share	\$ 0.61	\$ 0.53	\$ 1.86	\$ 1.56

The following potentially dilutive securities were excluded from the computation of diluted earnings per share as a result of their anti-dilutive effect:

<i>in thousands</i>	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Stock options	137	37	137	37
Restricted stock units	682	406	681	410

8. Fair Value Measurements

As of September 24, 2026 and December 25, 2025, the Company had certain financial assets and liabilities on its Condensed Consolidated Balance Sheets that were required to be measured at fair value on a recurring or non-recurring basis. The estimated fair values of financial assets and liabilities such as cash and cash equivalents, receivables, prepaid expenses and other current assets, other assets, accounts payable, and accrued expenses and other current liabilities approximate their respective carrying values as reported within the Condensed Consolidated Balance Sheets. See Note 3, “Debt” for discussion of the fair value of the Company’s debt.

Contingent Earn-out Liability

As of December 25, 2025, the Company’s remaining contingent earn-out liability was \$0.8 million, which was paid during the thirty-nine weeks ended September 24, 2026.

Interest Rate Cap Contract

Changes in interest rates impact the Company’s results of operations. From time to time, the Company may enter into derivative contracts to manage exposure to this risk and may adjust its derivative portfolio as market conditions change.

The Company’s interest rate cap contract, which was designated as a cash flow hedge, matured in April 2026. The contract had a notional value of \$150.0 million and effectively capped SOFR-based interest payments on a portion of the Company’s 2016 Term Loan Facility at 5.50%. As of December 25, 2025, the fair value of the interest rate cap was less than \$0.1 million and was included in prepaid expenses and other current assets within the Condensed Consolidated Balance Sheets.

9. Supply Chain Finance

The Company facilitates supply chain finance programs through financial intermediaries, which provide certain suppliers the option to be paid by the financial intermediaries earlier than the due date on the applicable invoice. When a supplier utilizes one of the supply chain finance programs and receives an early payment from a financial intermediary, the supplier takes a discount on the invoice. The Company then pays the financial intermediary the full amount of the invoice on the original due date. The Company does not reimburse suppliers for any costs they incur for participation in the program. Supplier participation is voluntary, and there are no assets pledged as security or other forms of guarantees provided for the committed payment to the financial intermediaries. As a result, all amounts owed to the financial intermediaries are presented as trade accounts payable in the Condensed Consolidated Balance Sheets. Amounts due to the financial intermediaries reflected in trade accounts payable at September 24, 2026 and December 25, 2025 were \$169.1 million and \$133.2 million, respectively.

10. Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”) for purposes of allocating resources and evaluating financial performance. The Company’s CODM, its Chief Executive Officer, reviews financial information about the Company’s two operating segments, Floor & Decor Retail (“Retail”) and Spartan, for purposes of allocating resources and evaluating financial performance. The Retail segment sells hard surface flooring and related accessories through retail stores located in the United States and through its website. The Spartan segment, which engages in selling commercial surfaces and is entirely comprised of the Company’s Spartan subsidiary, does not meet the materiality criteria of ASC 280, *Segment Reporting*, and is therefore not disclosed separately as a reportable segment.

The Company does not report capital expenditures or assets at the segment level as that information is not regularly provided to the CODM. The Company does not have intersegment sales.

The following tables show the Company's segment information for the periods presented:

<i>in thousands</i>	Thirteen Weeks Ended					
	September 24, 2026			September 25, 2025		
	Retail	Other ⁽¹⁾	Consolidated	Retail	Other ⁽¹⁾	Consolidated
Net sales	\$ 1,150,209	\$ 64,352	\$ 1,214,561	\$ 1,118,570	\$ 60,957	\$ 1,179,527
Less:						
Cost of sales	638,753			625,690		
Personnel expense ⁽²⁾	193,739			189,176		
Property cost ⁽³⁾	147,208			142,795		
Other segment items ⁽⁴⁾	95,812			92,159		
Operating income ⁽⁵⁾	74,697	3,284	77,981	68,750	3,267	72,017
Interest (income) expense, net			(382)			591
Income before income taxes			\$ 78,363			\$ 71,426

<i>in thousands</i>	Thirty-nine Weeks Ended					
	September 24, 2026			September 25, 2025		
	Retail	Other ⁽¹⁾	Consolidated	Retail	Other ⁽¹⁾	Consolidated
Net sales	\$ 3,438,442	\$ 178,667	\$ 3,617,109	\$ 3,375,600	\$ 178,817	\$ 3,554,417
Less:						
Cost of sales	1,850,747			1,880,198		
Personnel expense ⁽²⁾	606,790			577,708		
Property cost ⁽³⁾	439,858			425,729		
Other segment items ⁽⁴⁾	291,058			284,236		
Operating income ⁽⁵⁾	249,989	4,372	254,361	207,729	10,411	218,140
Interest (income) expense, net			(1,527)			3,215
Loss on extinguishment of debt			1,328			—
Income before income taxes			\$ 254,560			\$ 214,925

(1) Represents the Company's non-reportable operating segment.

(2) Personnel expense is primarily comprised of store and store support center compensation including wages, incentive compensation, and benefits.

(3) Property cost is primarily comprised of rent, common area maintenance, utilities, property taxes, and insurance, as well as depreciation and amortization of leasehold improvements, buildings and improvements, furniture, fixtures, and equipment, and computer software and hardware at stores and the store support center.

(4) Other segment items expense is comprised of advertising costs, credit card fees, information technology costs, and other operating expenses.

(5) Includes depreciation and amortization expense of \$61.1 million and \$58.5 million for the thirteen weeks ended September 24, 2026 and September 25, 2025, respectively, and \$182.1 million and \$174.8 million for the thirty-nine weeks ended September 24, 2026 and September 25, 2025, respectively, in our Retail segment.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the financial condition and results of our operations should be read together with the financial statements and related notes of Floor & Decor Holdings, Inc. and Subsidiaries included in Part I, Item 1, “Financial Statements” of this Quarterly Report and with our audited financial statements and the related notes included in our Annual Report. As used in this Quarterly Report, except where the context otherwise requires or where otherwise indicated, the terms “Floor & Decor,” “Company,” “we,” “our,” or “us” refer to Floor & Decor Holdings, Inc. and its subsidiaries, and “Spartan” refers to our subsidiary Spartan Surfaces, LLC.

Overview

Founded in 2000, Floor & Decor is a high-growth, differentiated, multi-channel specialty retailer of hard surface flooring and related accessories and seller of commercial surfaces with 282 warehouse-format stores and five small-format standalone design studios across 39 states as of September 24, 2026. We believe our unique approach to selling hard surface flooring and our consistent and disciplined culture of innovation and reinvestment create a differentiated business model in the hard surface flooring category. We believe that we offer the broadest in-stock assortment of laminate and vinyl, tile, wood, and natural stone flooring and installation materials and decorative accessories, as well as adjacent categories, at everyday low prices. This positions us as the one-stop destination for our customers’ entire hard surface flooring needs. We appeal to a variety of customers, including Pros and homeowners, which are comprised of DIY and BIY customers.

During the thirty-nine weeks ended September 24, 2026, we opened 12 new warehouse-format stores, ending the quarter with 282 warehouse-format stores and five design studios.

We operate on a 52- or 53-week fiscal year ending the Thursday on or preceding December 31. The following discussion contains references to the thirteen and thirty-nine weeks ended September 24, 2026 and September 25, 2025, respectively.

Key Performance Indicators

We consider a variety of performance and financial measures in assessing the performance of our business. The key performance and financial measures we use to determine how our business is performing are comparable store sales, the number of new store openings, gross profit and gross margin, operating income, and EBITDA and Adjusted EBITDA. For definitions and a discussion of how we use our key performance indicators, see the “Key Performance Indicators” section of Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report. See “Non-GAAP Financial Measures” below for a discussion of how we define EBITDA and Adjusted EBITDA and a reconciliation of EBITDA and Adjusted EBITDA to net income, the most directly comparable financial measure calculated and presented in accordance with GAAP.

Other key financial terms we use include net sales and selling, general and administrative (“SG&A”) expenses. For definitions and a discussion of how we use other key financial terms, see the “Other Key Financial Definitions” section of Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report.

Results of Operations

Results of operations for any period should not be considered indicative of future results. See Part II, Item 1A, “Risk Factors” for information about the potential impacts that risks, such as declines in economic conditions that affect the residential housing market and consumer spending for hard surface flooring, interest rates, inflation, global supply chain disruptions, regulatory and political conditions, tariffs and trade policy, and geopolitical instability, among others, may have on our results of operations and overall financial performance for future periods.

The following tables summarize key components of our results of operations for the periods indicated:

<i>dollars in thousands</i>	Thirteen Weeks Ended					
	September 24, 2026		September 25, 2025		Increase (Decrease)	
	Amount	% of Net Sales	Amount	% of Net Sales	\$	%
Net sales	\$ 1,214,561	100.0 %	\$ 1,179,527	100.0 %	\$ 35,034	3.0 %
Cost of sales	683,238	56.3	667,571	56.6	15,667	2.3 %
Gross profit	531,323	43.7	511,956	43.4	19,367	3.8 %
Selling, general and administrative expenses	453,342	37.3	439,939	37.3	13,403	3.0 %
Operating income	77,981	6.4	72,017	6.1	5,964	8.3 %
Interest (income) expense, net	(382)	—	591	—	(973)	NM
Income before income taxes	78,363	6.4	71,426	6.1	6,937	9.7 %
Income tax expense	13,540	1.1	14,166	1.2	(626)	(4.4)%
Net income	\$ 64,823	5.3 %	\$ 57,260	4.9 %	\$ 7,563	13.2 %

<i>dollars in thousands</i>	Thirty-nine Weeks Ended					
	September 24, 2026		September 25, 2025		Increase (Decrease)	
	Amount	% of Net Sales	Amount	% of Net Sales	\$	%
Net sales	\$ 3,617,109	100.0 %	\$ 3,554,417	100.0 %	\$ 62,692	1.8 %
Cost of sales	1,975,216	54.6	2,001,605	56.3	(26,389)	(1.3)%
Gross profit	1,641,893	45.4	1,552,812	43.7	89,081	5.7 %
Selling, general and administrative expenses	1,387,532	38.4	1,334,672	37.6	52,860	4.0 %
Operating income	254,361	7.0	218,140	6.1	36,221	16.6 %
Interest (income) expense, net	(1,527)	—	3,215	0.1	(4,742)	NM
Loss on extinguishment of debt	1,328	—	—	—	1,328	NM
Income before income taxes	254,560	7.0	214,925	6.0	39,635	18.4 %
Income tax expense	54,158	1.5	45,609	1.2	8,549	18.7 %
Net income	\$ 200,402	5.5 %	\$ 169,316	4.8 %	\$ 31,086	18.4 %

NM – Not meaningful

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Comparable store sales	(1.4)%	(1.2)%	(2.4)%	(0.8)%
Comparable average ticket	1.6 %	1.8 %	1.4 %	2.6 %
Comparable transactions	(2.9)%	(3.0)%	(3.7)%	(3.3)%
Number of warehouse-format stores	282	262	282	262
Adjusted EBITDA (in thousands) ⁽¹⁾	\$ 149,067	\$ 138,764	\$ 422,527	\$ 418,738
Adjusted EBITDA (% of net sales) ⁽¹⁾	12.3 %	11.8 %	11.7 %	11.8 %

(1) Refer to “Non-GAAP Financial Measures” further below for a reconciliation of Adjusted EBITDA to net income.

Net Sales

Net sales during the thirteen weeks ended September 24, 2026 increased \$35.0 million, or 3.0%, compared to the corresponding prior year period primarily due to sales from the 20 new warehouse-format stores that we opened since September 25, 2025, partially offset by a decrease in comparable store sales of 1.4%. The comparable store sales decline during the period of 1.4%, or \$15.2 million, was due to a 2.9% decrease in comparable transactions, partially offset by a 1.6% increase in comparable average ticket. Non-comparable sales increased \$50.2 million from the corresponding prior year period primarily driven by new stores.

Net sales during the thirty-nine weeks ended September 24, 2026 increased \$62.7 million, or 1.8%, compared to the corresponding prior year period primarily due to sales from the 20 new warehouse-format stores that we opened since September 25, 2025, partially offset by a decrease in comparable store sales of 2.4%. The comparable store sales decline during the period of 2.4%, or \$80.4 million, was due to a 3.7% decrease in comparable transactions, partially offset by a 1.4% increase in comparable average ticket. Non-comparable sales increased \$143.1 million from the corresponding prior year period primarily driven by new stores.

We believe the decreases in comparable transactions during the thirteen and thirty-nine weeks ended September 24, 2026 were largely driven by the continued impact of low existing home sales and low consumer sentiment. The increases in comparable average ticket during the thirteen and thirty-nine weeks ended September 24, 2026 were primarily due to strategic price increases.

We estimate that retail sales during the thirteen and thirty-nine weeks ended September 24, 2026 were approximately 45% from homeowners and 55% from Pros compared to approximately 50% from homeowners and 50% from Pros during the thirteen and thirty-nine weeks ended September 25, 2025.

Gross Profit and Gross Margin

Gross profit during the thirteen weeks ended September 24, 2026 increased \$19.4 million, or 3.8%, compared to the corresponding prior year period. The increase in gross profit was primarily driven by the 3.0% increase in net sales and an increase in gross margin to 43.7%, up approximately 30 basis points from 43.4% in the corresponding prior year period. The increase in gross margin was primarily driven by the recognition of IEEPA tariff refunds as the related inventory was sold, which offset higher supply chain costs.

Gross profit during the thirty-nine weeks ended September 24, 2026 increased \$89.1 million, or 5.7%, compared to the corresponding prior year period. Gross margin increased to 45.4%, up approximately 170 basis points from 43.7% in the corresponding prior year period. The increase in gross profit and gross margin was primarily driven by a \$56.2 million, or 160 basis points, one-time benefit from the recognition of IEEPA tariff refunds. The remaining increase in gross profit was primarily attributable to the 1.8% increase in net sales.

Selling, General and Administrative Expenses

SG&A expenses during the thirteen weeks ended September 24, 2026 increased \$13.4 million, or 3.0%, compared to the corresponding prior year period. The increase in SG&A expenses was primarily driven by the 20 new stores that we opened since September 25, 2025, which increased compensation and occupancy costs. SG&A expenses for non-comparable stores increased \$25.0 million and for comparable stores decreased \$7.9 million. As a percentage of net sales, SG&A expenses were flat at 37.3% compared to the corresponding prior year period.

SG&A expenses during the thirty-nine weeks ended September 24, 2026 increased \$52.9 million, or 4.0%, compared to the corresponding prior year period. The increase in SG&A expenses was primarily driven by the 20 new stores that we opened since September 25, 2025, which increased compensation and occupancy costs. SG&A expenses for non-comparable stores increased \$73.1 million and for comparable stores decreased \$30.6 million. As a percentage of net sales, SG&A expenses increased by approximately 80 basis points to 38.4% from 37.6% in the corresponding prior year period. This increase was primarily attributable to the addition of new stores and deleverage from a decrease in comparable store sales.

Interest (Income) Expense, Net

Net interest income during the thirteen weeks ended September 24, 2026 was \$0.4 million compared to net interest expense of \$0.6 million during the corresponding prior year period. The change was primarily attributable to increased interest income earned on larger cash balances, partially offset by a decrease in capitalized interest.

Net interest income during the thirty-nine weeks ended September 24, 2026 was \$1.5 million compared to net interest expense of \$3.2 million during the corresponding prior year period. The change was primarily attributable to increased interest income earned on larger cash balances and statutory interest on refunded IEEPA tariffs.

Income Tax Expense

Income tax expense was \$13.5 million during the thirteen weeks ended September 24, 2026 compared to \$14.2 million during the thirteen weeks ended September 25, 2025. The effective tax rate was 17.3% for the thirteen weeks ended September 24, 2026 compared to 19.8% in the corresponding prior year period. The effective tax rate decrease during the thirteen weeks ended September 24, 2026 was primarily due to an increase in tax credits.

Income tax expense was \$54.2 million during the thirty-nine weeks ended September 24, 2026 compared to \$45.6 million during the thirty-nine weeks ended September 25, 2025. The effective tax rate was 21.3% for the thirty-nine weeks ended September 24, 2026 compared to 21.2% in the corresponding prior year period.

Non-GAAP Financial Measures

EBITDA and Adjusted EBITDA are key metrics used by management and our Board of Directors to assess our financial performance and enterprise value. We believe that EBITDA and Adjusted EBITDA are useful measures, as they eliminate certain items that are not indicative of our core operating performance and facilitate comparisons on a consistent basis from period to period. We also use Adjusted EBITDA as a basis to determine covenant compliance with respect to our 2026 ABL Facility and 2026 Term Loan Facility (together, the “2026 Credit Facilities”), to supplement GAAP measures of performance to evaluate the effectiveness of our business strategies, to make budgeting decisions, and to compare our performance against that of other peer companies using similar measures. EBITDA and Adjusted EBITDA are also frequently used by analysts, investors, and other interested parties as performance measures to evaluate companies in our industry.

EBITDA and Adjusted EBITDA are supplemental measures of financial performance that are not required by or presented in accordance with GAAP. We define EBITDA as net income before interest, loss on extinguishment of debt, taxes, and depreciation and amortization. We define Adjusted EBITDA as net income before interest, loss on extinguishment of debt, taxes, and depreciation and amortization adjusted to eliminate the impact of non-cash stock-based compensation expense and certain items that we do not consider indicative of our core operating performance. See below for a reconciliation of EBITDA and Adjusted EBITDA to net income, the most directly comparable financial measure calculated and presented in accordance with GAAP.

EBITDA and Adjusted EBITDA are non-GAAP measures of our financial performance and should not be considered as alternatives to net income as a measure of financial performance or any other performance measure derived in accordance with GAAP, and they should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Additionally, EBITDA and Adjusted EBITDA are not intended to be measures of liquidity or free cash flow for management’s discretionary use. In addition, these non-GAAP measures exclude certain non-recurring and other charges. Each of these non-GAAP measures has its limitations as an analytical tool, and you should not consider them in isolation or as a substitute for analysis of our results as reported under GAAP. In evaluating EBITDA and Adjusted EBITDA, you should be aware that in the future we may incur expenses or realize benefits that are the same as or similar to items eliminated in calculating EBITDA and Adjusted EBITDA, such as stock-based compensation expense, fair value adjustments related to contingent earn-out liabilities, tariff refunds, and other adjustments. Definitions and calculations of EBITDA and Adjusted EBITDA differ among companies in the retail industry, and therefore EBITDA and Adjusted EBITDA disclosed by us may not be comparable to the metrics disclosed by other companies.

For the periods presented, the following table reconciles EBITDA and Adjusted EBITDA to net income, the most directly comparable financial measure calculated and presented in accordance with GAAP:

<i>in thousands</i>	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025	September 24, 2026	September 25, 2025
Net income	\$ 64,823	\$ 57,260	\$ 200,402	\$ 169,316
Depreciation and amortization ⁽¹⁾	62,402	59,877	186,015	178,601
Interest (income) expense, net	(382)	591	(1,527)	3,215
Loss on extinguishment of debt ⁽²⁾	—	—	1,328	—
Income tax expense	13,540	14,166	54,158	45,609
EBITDA	140,383	131,894	440,376	396,741
Stock-based compensation expense ⁽³⁾	8,684	6,870	24,557	22,372
Tariff refunds ⁽⁴⁾	—	—	(42,406)	—
Other ⁽⁵⁾	—	—	—	(375)
Adjusted EBITDA	\$ 149,067	\$ 138,764	\$ 422,527	\$ 418,738

(1) Excludes amortization of deferred financing costs, which is included as part of interest (income) expense, net.

(2) Represents loss on debt extinguishment in connection with the June 2026 refinancing of our 2016 Term Loan Facility and 2016 ABL Facility.

(3) Represents non-cash charges related to stock-based compensation programs, which vary from period to period depending on the timing of awards and forfeitures.

(4) Represents one-time IEEPA tariff refunds recognized in cost of sales and associated SG&A expenses. Statutory interest on tariff refunds is included within interest (income) expense, net in the table above.

(5) Other adjustments include amounts management does not consider indicative of our core operating performance. The amount for the thirty-nine weeks ended September 25, 2025 relates to the change in the fair value of the contingent earn-out liability.

Liquidity and Capital Resources

Liquidity is provided primarily by cash flows from operations and our \$800.0 million 2026 ABL Facility. Unrestricted liquidity as of September 24, 2026 was \$1,033.8 million, consisting of \$392.5 million in cash and cash equivalents and \$641.3 million immediately available for borrowing under the 2026 ABL Facility without violating any covenants thereunder. Our liquidity is generally not seasonal.

Our primary cash needs are for merchandise inventories, payroll, store rent, and other operating expenses and capital expenditures associated with opening new stores and remodeling existing stores as well as information technology, e-commerce, store support center, and distribution center infrastructure. We also use cash for the payment of taxes and interest and, as applicable, share repurchases and acquisitions. We expect that cash generated from operations together with cash on hand, the availability of borrowings under our 2026 Credit Facilities, and if necessary, additional funding through other forms of external financing, will be sufficient to meet liquidity requirements, anticipated capital expenditures, discretionary share repurchases, and payments due under our 2026 Credit Facilities for the next twelve months and the foreseeable future.

Total capital expenditures in fiscal 2026 are planned to be between approximately \$235 million to \$250 million and are expected to be funded primarily by cash generated from operations. Our capital needs may change in the future due to changes in our business, new opportunities that we choose to pursue, or other factors. We currently expect the following for capital expenditures in fiscal 2026 (projected amounts are based on the gross costs that we expect to accrue for these investments on the Condensed Consolidated Balance Sheets in fiscal 2026, which may include amounts incurred but not yet settled in cash during the period):

- invest approximately \$135 million to \$150 million to open 20 warehouse-format stores, relocate stores, and begin construction on stores opening after fiscal 2026;
- invest approximately \$55 million in existing stores and new and existing distribution centers; and
- invest approximately \$45 million in information technology infrastructure, e-commerce, and other store support center initiatives.

On April 23, 2026, the Company's Board of Directors approved a share repurchase program authorizing the Company to repurchase up to \$400.0 million of the Company's common stock. Repurchases will be made at the Company's discretion and will depend on a variety of factors, including business, economic, and market conditions. The share repurchase program has no expiration date and does not obligate the Company to repurchase any shares under the program. As of September 24, 2026, the Company had remaining authorization under the share repurchase program of \$242.9 million. For additional information related to the Company's share repurchase program, refer to Note 6, "Stockholders' Equity" to our condensed consolidated financial statements included in this Quarterly Report.

Cash Flow Analysis

A summary of our operating, investing, and financing activities is shown in the following table:

<i>in thousands</i>	Thirty-nine Weeks Ended	
	September 24, 2026	September 25, 2025
Net cash provided by operating activities	\$ 485,308	\$ 257,768
Net cash used in investing activities	(187,918)	(238,839)
Net cash used in financing activities	(154,202)	(2,114)
Net increase in cash and cash equivalents	\$ 143,188	\$ 16,815

Net Cash Provided by Operating Activities

Cash provided by operating activities consists primarily of (i) net income adjusted for non-cash items, including depreciation and amortization, stock-based compensation, and deferred income taxes and (ii) changes in working capital.

Net cash provided by operating activities during the thirty-nine weeks ended September 24, 2026 and September 25, 2025 was \$485.3 million and \$257.8 million, respectively. The increase in net cash provided by operating activities was primarily driven by the increase in trade accounts payable.

Net Cash Used in Investing Activities

Investing activities typically consist primarily of capital expenditures for new store openings and existing store remodels, including leasehold improvements, racking, fixtures, vignettes, design centers, and new infrastructure and information systems.

Net cash used in investing activities during the thirty-nine weeks ended September 24, 2026 and September 25, 2025 was \$187.9 million and \$238.8 million, respectively. The decrease in net cash used in investing activities was due to a decrease in capital expenditures primarily driven by changes in the type of new store construction and store size optimization.

Net Cash Used in Financing Activities

Financing activities consist primarily of borrowings and related repayments under our term loan and ABL facilities, payments for repurchase of common stock, tax payments related to the vesting or exercise of stock-based compensation awards, proceeds from the exercise of stock options and our employee stock purchase program, and payments of contingent earn-out consideration.

Net cash used in financing activities during the thirty-nine weeks ended September 24, 2026 and September 25, 2025 was \$154.2 million and \$2.1 million, respectively. The increase in net cash used in financing activities was primarily driven by repurchases of common stock.

Our Credit Facilities

On June 24, 2026, the Company refinanced its senior secured term loan facility due February 14, 2027 with a new \$200.0 million senior secured term loan facility due June 24, 2033. On June 24, 2026, the Company also refinanced its senior secured ABL facility maturing on August 4, 2027 with a new senior secured ABL facility maturing on June 24, 2031 in the same aggregate principal amount of \$800.0 million. In connection with these refinancing transactions, the Company recognized a \$1.3 million loss on extinguishment of debt during the thirty-nine weeks ended September 24, 2026. For additional information regarding the refinancing of the 2016 Term Loan Facility and 2016 ABL Facility, please refer to Note 3, "Debt" to our condensed consolidated financial statements included in this Quarterly Report.

As of September 24, 2026, total 2026 Term Loan Facility debt outstanding was \$200.0 million, and no amounts were outstanding under our 2026 ABL Facility. For additional information regarding our 2026 Term Loan Facility and 2026 ABL Facility, including applicable covenants and other details, please refer to Note 3, “Debt” to our condensed consolidated financial statements included in this Quarterly Report.

Credit Ratings

Our credit ratings are periodically reviewed by rating agencies. As of September 24, 2026, our Standard & Poor’s issuer credit rating of BB with a stable outlook and Moody’s issuer credit rating of Ba3 with a stable outlook remain unchanged from December 25, 2025. These ratings and our current credit condition affect, among other things, our ability to access new capital. Negative changes to these ratings may result in more stringent covenants and higher interest rates under the terms of any new debt. Our credit ratings could be lowered or rating agencies could issue adverse commentaries in the future, which could have a material adverse effect on our business, financial condition, results of operations, and liquidity. In particular, a weakening of our financial condition, including an increase in our leverage or decrease in our profitability or cash flows, could adversely affect our ability to obtain necessary funds, result in a credit rating downgrade or change in outlook, or otherwise increase our cost of borrowing.

U.S. Tariffs and Global Economy

The current geopolitical environment, particularly related to existing and potential changes in global trade and tariffs, has created uncertainty surrounding the future state of the global economy and related impacts to our supply chain. In 2025, the U.S. government imposed significant additional tariffs on products from most countries where we source products. On February 20, 2026, the U.S. Supreme Court invalidated tariffs imposed under the authority of IEEPA. On March 4, 2026, the U.S. Court of International Trade ordered CBP to begin refunding all tariffs imposed under IEEPA. On April 20, 2026, CBP launched a formal process for submitting IEEPA refund claims, through which the Company filed its refund claims. As of September 24, 2026, the Company had received substantially all previously paid IEEPA tariffs. For additional information regarding these tariff refunds, please refer to Note 5, “Commitments and Contingencies” to our condensed consolidated financial statements included in this Quarterly Report.

As a result of the Supreme Court IEEPA ruling, the U.S. government has implemented and continues working to implement new tariffs using other authorities to maintain continuity in its tariff policy. While the elimination of IEEPA tariffs has had a favorable impact on gross margin, the imposition of additional tariffs may offset such benefits and could adversely affect our financial results. Furthermore, the impact of increased tariffs on the economy, as well as the broader geopolitical environment, including tensions in the Middle East, have and in the future may negatively impact consumer demand for our products, which may also have an adverse impact on sales.

Critical Accounting Policies and Estimates

Our consolidated financial statements have been prepared in accordance with GAAP, which requires management to make estimates and assumptions that affect reported amounts. The estimates and assumptions are based on historical experience and other factors management believes to be reasonable. These estimates may change as new events occur and additional information is obtained. Actual results could differ materially from these estimates under different assumptions or conditions.

For a description of our critical accounting policies and estimates, refer to Part II, Item 7, “Critical Accounting Policies and Estimates” in our Annual Report. There have been no material changes to our critical accounting policies and estimates as disclosed in our Annual Report. See Note 1, “Basis of Presentation and Summary of Significant Accounting Policies” to our condensed consolidated financial statements included in this Quarterly Report, which describes recent accounting pronouncements adopted by us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

For quantitative and qualitative disclosures about market risk affecting the Company, see Item 7A, “Quantitative and Qualitative Disclosures About Market Risk” of Part II of the Annual Report. While our exposure to market risk has not changed materially since December 25, 2025, uncertainty with respect to the economic effects of declines in economic conditions that affect the residential housing market and consumer spending for hard surface flooring, inflation, global supply chain disruptions, regulatory and political conditions, tariffs and trade policy, and geopolitical instability, among other factors, have introduced significant volatility in the financial markets, including interest rates and foreign currency exchange rates. See further discussion in Item 2, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” for additional details.

Interest Rate Risk

Our operating results are subject to risk from interest rate fluctuations on our 2026 Credit Facilities, which have variable interest rates. Based on the \$200.0 million total outstanding principal balance of our 2026 Credit Facilities as of September 24, 2026, a 1.0% increase in the effective interest rate of this debt would cause an increase in interest expense of approximately \$2.0 million over the next twelve months. For additional information related to the Company's 2026 Credit Facilities, refer to Note 3, "Debt" to our condensed consolidated financial statements included in this Quarterly Report.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. Disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed in the reports that we file or submit under the Exchange Act has been appropriately recorded, processed, summarized, and reported on a timely basis and are effective in ensuring that such information is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of September 24, 2026, our disclosure controls and procedures were effective at a reasonable assurance level.

Changes in Internal Control Over Financial Reporting

The Company is in the process of a multi-year implementation of portions of our enterprise resource planning (ERP) system. The Company has modified and will continue to modify the design and implementation of certain internal control processes as certain cloud-based systems go-live.

Except as described above, there were no other changes in our internal control over financial reporting (as defined in Rules 13a-15(f) or 15d-15(f) of the Exchange Act) during the fiscal quarter ended September 24, 2026 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

See the information under the "Litigation" and "Tariffs" captions in Note 5, "Commitments and Contingencies" to our condensed consolidated financial statements included in this Quarterly Report, which we incorporate herein by reference.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the risk factors described in Part I, Item 1A, "Risk Factors" in our Annual Report, which could materially affect our business, financial condition, and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On April 23, 2026, our Board of Directors approved a share repurchase program authorizing the Company to repurchase up to \$400.0 million of our Company's common stock. The share repurchase program has no expiration date and does not obligate the Company to repurchase any shares under the program.

The following table presents the number and average price of the Company's common shares repurchased in each fiscal month of the third quarter of fiscal 2026:

Period	Total Number of Shares Purchased	Average Price Paid per Share ⁽¹⁾	Total Number of Shares Purchased as Part of Publicly Announced Program	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Program (in thousands) ⁽¹⁾
June 26, 2026 - July 23, 2026	384,765	\$ 55.51	384,765	\$ 312,943
July 24, 2026 - August 20, 2026	311,561	\$ 57.18	311,561	\$ 295,128
August 21, 2026 - September 24, 2026	1,068,433	\$ 48.88	1,068,433	\$ 242,907
Total	<u>1,764,759</u>	<u>\$ 51.79</u>	<u>1,764,759</u>	<u>\$ 242,907</u>

(1) Amounts exclude applicable excise tax.

Item 5. Other Information

Rule 10b5-1 Trading Plans

During the fiscal quarter ended September 24, 2026, none of our directors or executive officers adopted or terminated any contract, instruction, or written plan for the purchase or sale of our securities intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or any "non-Rule 10b5-1 trading arrangement."

Item 6. Exhibits

Exhibit	Exhibit Description	Incorporated by Reference			
		Form	File No.	Exhibit	Filing Date
3.1	Restated Certificate of Incorporation of Floor & Decor Holdings, Inc.	8-K	001-38070	3.1	5/12/2025
3.2	Fourth Amended and Restated Bylaws of Floor & Decor Holdings, Inc.	8-K	001-38070	3.2	5/12/2025
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*				
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*				
32.1	Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**				
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document*				
101.SCH	Inline XBRL Taxonomy Extension Schema Document*				
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document*				
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document*				
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document*				
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document*				
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document*				

* Filed herewith.

** These certifications are not deemed filed by the SEC and are not to be incorporated by reference in any filing we make under the Securities Act of 1933 or the Securities Exchange Act of 1934, irrespective of any general incorporation language in any filings.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FLOOR & DECOR HOLDINGS, INC.

Dated: October 29, 2026

By: /s/ Bradley S. Paulsen
Bradley S. Paulsen
Chief Executive Officer
(Principal Executive Officer)

Dated: October 29, 2026

By: /s/ Bryan H. Langley
Bryan H. Langley
Executive Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bradley S. Paulsen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Floor & Decor Holdings, Inc. for the fiscal quarter ended September 24, 2026;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2026

/s/ Bradley S. Paulsen

Bradley S. Paulsen

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bryan H. Langley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Floor & Decor Holdings, Inc. for the fiscal quarter ended September 24, 2026;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 29, 2026

/s/ Bryan H. Langley

Bryan H. Langley

Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q for the fiscal quarter ended September 24, 2026 of Floor & Decor Holdings, Inc. (the “Company”) as filed with the Securities and Exchange Commission (the “SEC”) on the date hereof (the “Report”), Bradley S. Paulsen, as Chief Executive Officer of the Company, and Bryan H. Langley, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (“Section 906”), that, to the best of his knowledge:

- (i) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: October 29, 2026

/s/ Bradley S. Paulsen

Bradley S. Paulsen

Chief Executive Officer

(Principal Executive Officer)

Date: October 29, 2026

/s/ Bryan H. Langley

Bryan H. Langley

Executive Vice President and Chief Financial Officer

(Principal Financial Officer and Principal Accounting Officer)

A signed original of this written statement as required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signatures that appear in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the SEC or its staff upon request.