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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person *<br><u>Lang Trevor</u><br><br>(Last) (First) (Middle)<br><u>C/O FLOOR &amp; DECOR HOLDINGS, INC.</u><br><u>2233 LAKE PARK DRIVE</u><br><br>(Street)<br><u>SMYRNA GA 30080</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Floor &amp; Decor Holdings, Inc. [ FND ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title below) Other (specify below)<br><br>X <b>EVP &amp; CFO</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/02/2017</u>                          |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                                       |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price |   |  |  |
| Class A common stock            | 05/02/2017                           |  | C                              |   | 57,927  | A          | (1)   | 146,319 <sup>(1)</sup>  | D  |  |
| Class A common stock            |                                      |  |                                |   |   |            |       | 1,287   | I  | By daughter                                  |
| Class A common stock            |                                      |  |                                |   |   |            |       | 1,287   | I  | By daughter                                  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |        | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D)    | Date Exercisable   | Expiration Date |   |  |  |   |  |
| Class B common stock                       | (1)  | 05/02/2017                           |  | C                              |   |  | 57,927 | (1)  | (1)             | Class A common stock <sup>(1)</sup>   | (1)  | 0  | D   |  |

**Explanation of Responses:**

1. Upon the closing of the Issuer's sale of its Class A common stock in its underwritten initial public offering pursuant to a registration statement on Form S-1 (File No. 333-216000) under the Securities Act of 1933, as amended, each share of Class B common stock automatically converted into one share of Class A common stock. The Class B common stock had no expiration date.

/s/ Monica Shilling, by power of attorney 05/03/2017

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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