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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>FS Equity Partners VI, L.P.</u> (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI & CO.</u> <u>11100 SANTA MONICA BLVD., SUITE 1900</u> (Street) <u>LOS ANGELES CA 90025</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Floor & Decor Holdings, Inc. [FND]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/27/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock	07/26/2017		C		2,990,691 ⁽¹⁾	A	(1)	22,028,455	I	By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. ⁽⁴⁾⁽⁵⁾⁽⁶⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class C common stock	(2)(3)	07/25/2017		S		3,284,798		(2)(3)	(2)(3)	Class A common stock	3,284,798	\$38.5	2,990,691 ⁽⁴⁾⁽⁵⁾	I	By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. ⁽⁴⁾⁽⁵⁾
Class C common stock	(2)(3)	07/26/2017		C		2,990,691 ⁽¹⁾		(2)(3)	(2)(3)	Class A common stock	2,990,691 ⁽¹⁾	(1)	0	I	By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. ⁽⁴⁾⁽⁵⁾

1. Name and Address of Reporting Person * <u>FS Equity Partners VI, L.P.</u> (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI & CO.</u> <u>11100 SANTA MONICA BLVD., SUITE 1900</u> (Street) <u>LOS ANGELES CA 90025</u> (City) (State) (Zip)		
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1. Name and Address of Reporting Person *

FS Capital Partners VI, LLC

(Last) (First) (Middle)

C/O FREEMAN SPOGLI & CO.
11100 SANTA MONICA BLVD., SUITE 1900

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

Explanation of Responses:

1. 2,868,826 shares of Class C common stock beneficially owned by FS Equity and 121,865 shares of Class C common stock beneficially owned by FS Affiliates were converted into the same number of shares of Class A common stock.

2. Shares of the Issuer's Class C common stock are automatically converted into shares of the Issuer's Class A common stock on a one for one basis if the holder of such Class C common stock is not FS Equity Partners VI, L.P. ("FS Equity") or FS Affiliates VI, L.P. ("FS Affiliates") and, together with FS Equity, the "FS Funds") or their Affiliated Persons (as defined in the 1940 Act). In addition, FS Funds or any of their Affiliated Persons (as defined in the 1940 Act) may convert their shares of the Issuer's Class C common stock into shares of the Issuer's Class A Common Stock, in whole or in part, at any time and from time to time at their option, on a one for one basis so long as at such time either Ares Partners Holdco LLC and its affiliates or FS Funds and their Affiliated Persons (as defined in the 1940 Act) do not own more than 24.9% of the Issuer's Class A common stock after giving effect to any such conversion. (continued in footnote 3)

3. In addition, shares of the Issuer's Class A common stock held by FS Funds or their Affiliated Persons (as defined in the 1940 Act) are convertible into shares of the Issuer's Class C common stock, in whole or in part, at any time and from time to time at the election of FS Funds or their Affiliated Persons (as defined in the 1940 Act), on a one for one basis. Holders of the Issuer's Class C common stock are not entitled to vote, except as required under Delaware law.

4. FS Capital Partners VI, LLC, ("FS Capital") is the general partner of FS Equity and FS Affiliates, and has the sole power to vote and dispose of the shares of the Issuer's common stock owned by the FS Funds. Each of Messrs. Brad J. Brutocao, Bradford M. Freeman, Benjamin D. Geiger, Todd W. Halloran, Jon D. Ralph, John M. Roth, J. Frederick Simmons, Ronald P. Spogli and William M. Wardlaw is a managing member of FS Capital, and each of Messrs. Brutocao, Freeman, Geiger, Halloran, John S. Hwang, Christian B. Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw is a member of Freeman Spogli & Co. ("Freeman Spogli"), and as such may be deemed to be the beneficial owners of the shares of the Issuer's Class A common stock owned by the FS Funds. (continued in footnote 5)

5. Messrs. Brutocao, Freeman, Geiger, Halloran, Hwang, Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw each disclaims beneficial ownership in the shares of the Issuer's Class A common stock except to the extent of his pecuniary interest in them.

6. Following the conversion of 2,868,826 shares of Class C common stock beneficially owned by FS Equity and 121,865 shares of Class C common stock beneficially owned by FS Affiliates into the same number of shares of Class A common stock, FS Equity and FS Affiliates are the record holders of 21,130,834 and 897,621 shares of the Issuer's Class A common stock, respectively.

/s/ Monica Shilling, by power of attorney 07/27/2017

** 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.