

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 * <u>ARES CORPORATE OPPORTUNITIES FUND III LP</u>  (Last) (First) (Middle) 2000 AVENUE OF THE STARS 12TH FLOOR  (Street) LOS ANGELES CA 90067  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Floor &amp; Decor Holdings, Inc. [ FND ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2019	
	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, par value \$0.001	11/14/2019		S		7,105,728	D	\$43.8	12,308,406 <sup>(1)(2)(3)</sup>	D <sup>(1)(2)(3)</sup>	

**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					

1. Name and Address of Reporting Person \*

ARES CORPORATE OPPORTUNITIES FUND III LP

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

ACOF Operating Manager III LLC

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[ARES MANAGEMENT LLC](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Ares Management Holdings L.P.](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Ares Holdco LLC](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Ares Holdings Inc.](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person \*

[Ares Management Corp](#)

(Last) (First) (Middle)

2000 AVENUE OF THE STARS  
12TH FLOOR

(Street)

LOS ANGELES CA 90067

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
<a href="#">Ares Management GP LLC</a>		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
<a href="#">Ares Partners Holdco LLC</a>		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City) (State) (Zip)		

1. Name and Address of Reporting Person *		
<a href="#">Ares Voting LLC</a>		
(Last)	(First)	(Middle)
2000 AVENUE OF THE STARS 12TH FLOOR		
(Street)		
LOS ANGELES	CA	90067
(City) (State) (Zip)		

**Explanation of Responses:**

- Shares of Class A common stock are held directly by Ares Corporate Opportunities Fund III, L.P. ("ACOF III"). The manager of ACOF III is ACOF Operating Manager III, LLC ("ACOF Operating Manager III"), and the sole member of ACOF Operating Manager III is Ares Management LLC. The sole member of Ares Management LLC is Ares Management Holdings L.P. ("Ares Management Holdings") and the general partner of Ares Management Holdings is Ares Holdco LLC ("Ares Holdco"). The sole member of Ares Holdco is Ares Holdings Inc. ("Ares Holdings"), whose sole stockholder is Ares Management Corporation ("Ares Management"). Ares Management GP LLC ("Ares Management GP") is the sole holder of Class B common stock, \$0.01 par value per share, of Ares Management and Ares Voting LLC ("Ares Voting") is the sole holder of Class C common stock, \$0.01 par value per share, of Ares Management. (continued in footnote 2)
- Pursuant to Ares Management's Certificate of Incorporation, the holders of Ares Management's Class B common stock and Class C common stock, collectively, will generally have the majority of the votes on any matter submitted to the stockholders of Ares Management if certain conditions are met. The sole member of both Ares Management GP and Ares Voting is Ares Partners Holdco LLC ("Ares Partners" and, together with ACOF III, ACOF Operating Manager III, Ares Management LLC, Ares Management Holdings, Ares Holdco, Ares Holdings, Ares Management, Ares Management GP and Ares Voting, the "Ares Entities"). Ares Partners is managed by a board of managers, which is composed of Michael Arougheti, Ryan Berry, R. Kipp deVeer, David Kaplan, Michael McFerran, Antony Ressler and Bennett Rosenthal (collectively, the "Board Members"). Mr. Ressler generally has veto authority over decisions of the Board Members. (continued in footnote 3)
- Each of the Ares Entities (other than ACOF III with respect to the shares held directly by it), the Board Members and the other directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of the shares of these securities, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, California 90067.

[Ares Corporate Opportunities Fund III, L.P. /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[ACOF Operating Manager III, LLC /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[Ares Management LLC /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[Ares Management Holdings L.P. /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[Ares Holdco LLC /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[Ares Holdings Inc. /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[Ares Management Corp /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

[Ares Management GP LLC /s/ Michael Weiner](#) 11/18/2019  
By: [Michael Weiner Its: Authorized Signatory](#)

Ares Partners Holdeo LLC /s/  
Michael Weiner By: Michael  
Weiner Its: Authorized Signatory 11/18/2019

Ares Voting LLC /s/ Michael  
Weiner By: Michael Weiner Its:  
Authorized Signatory 11/18/2019

\*\* 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.**