

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>DENNY STEVEN ALAN</u> (Last) (First) (Middle) <u>C/O FLOOR & DECOR HOLDINGS, INC.</u> <u>2500 WINDY RIDGE PARKWAY, SE</u> (Street) <u>ATLANTA GA 30339</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/28/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>Floor & Decor Holdings, Inc. [FND]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> Officer (give title below) <u>EVP, Store Operations</u> 10% Owner Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Class A Common Stock, par value \$0.001</u>	<u>77</u>	<u>D</u>	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (right to buy)⁽¹⁾</u>	<u>(1)</u>	<u>09/30/2026</u>	<u>Class A Common Stock, par value \$0.001</u>	<u>5,020⁽¹⁾</u>	<u>9.99</u>	<u>D</u>	
<u>Stock Option (right to buy)⁽²⁾</u>	<u>(2)</u>	<u>04/26/2027</u>	<u>Class A Common Stock, par value \$0.001</u>	<u>7,143⁽²⁾</u>	<u>21</u>	<u>D</u>	
<u>Stock Option (right to buy)⁽²⁾</u>	<u>(2)</u>	<u>04/26/2027</u>	<u>Class A Common Stock, par value \$0.001</u>	<u>1,429⁽²⁾</u>	<u>21</u>	<u>D</u>	
<u>Stock Option (right to buy)⁽³⁾</u>	<u>(3)</u>	<u>11/02/2028</u>	<u>Class A Common Stock, par value \$0.001</u>	<u>8,970⁽³⁾</u>	<u>31.98</u>	<u>D</u>	
<u>Stock Option (right to buy)⁽⁴⁾</u>	<u>(4)</u>	<u>02/24/2030</u>	<u>Class A Common Stock, par value \$0.001</u>	<u>3,596⁽⁴⁾</u>	<u>57.7</u>	<u>D</u>	
<u>Restricted Stock Units</u>	<u>(5)</u>	<u>02/24/2030</u>	<u>Class A Common Stock, par value \$0.001</u>	<u>1,365</u>	<u>(6)</u>	<u>D</u>	

Explanation of Responses:

- The option vests in five equal annual installments. The first four installments vested on September 30 of each 2017, 2018, 2019 and 2020. The remaining installment will vest and become exercisable on September 30, 2021.
- The option vests in five equal annual installments. The first three installments vested on April 26 of each of 2018, 2019 and 2020. The remaining installments will vest and become exercisable on April 26 of each of 2021 and 2022.
- The option vests in four equal annual installments. The first installment vested on November 2, 2019. The remaining installments will vest and become exercisable on November 2 of each of 2020, 2021 and 2022.
- The option vests in four equal annual installments. The installments will vest and become exercisable on February 24 of each of 2021, 2022, 2023 and 2024.
- The restricted stock units vest in four equal annual installments. The installments will vest and become exercisable on February 24 of each of 2021, 2022, 2023 and 2024.
- Each restricted stock unit represents a contingent right to receive one share of Floor & Decor Holdings, Inc. Class A Common Stock.

Remarks:

Exhibit 24.1 - Power of Attorney

Monica Shilling, by power of attorney

11/03/2020

** 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 5 (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.

**LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING PURPOSES**

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Trevor Lang, David Christopherson and Monica Shilling, acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) execute for, and on behalf of, the undersigned, in the undersigned's capacity as an officer and/or director of Floor & Decor Holdings, Inc. (the "Company"), Forms 3, 4 and 5 relating to the Company in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to any attorney-in-fact and further approves and ratifies any such release of information;
- (3) do and perform any and all acts for, and on behalf of, the undersigned that may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or 5, and any amendments thereto, or other required report and timely file such forms or reports with the U.S. Securities and Exchange Commission, The New York Stock Exchange and any stock exchange or similar authority as considered necessary or advisable under Section 16(a) of the Exchange Act; and
- (4) take any other action of any type whatsoever in connection with the foregoing that, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's sole discretion.

The undersigned hereby acknowledges that (a) the foregoing attorneys-in-fact are serving in such capacity at the request of the undersigned; (b) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information; (c) any documents prepared and/or executed by any attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact, in his or her sole discretion, deems necessary or advisable; (d) neither the Company nor any attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any

liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and (e) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

This Limited Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked as to any attorney-in-fact by the undersigned in a signed writing delivered to such attorney-in-fact.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3 day of November, 2020.

By: /s/ STEVEN A. DENNY

Name: Steven A. Denny

[Signature Page to Limited Power of Attorney (Section 16)]
