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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 * <u>TAYLOR THOMAS V</u>  (Last) (First) (Middle) C/O FLOOR & DECOR HOLDINGS, INC. 2500 WINDY RIDGE PARKWAY, SE  (Street) ATLANTA GA 30339  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CHIEF EXECUTIVE OFFICER</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2020	
	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	02/24/2020		A		7,150 <sup>(1)</sup>	A	\$0	50,223	D	
Class A common stock, par value \$0.001	02/24/2020		A		186,445 <sup>(2)</sup>	A	\$0	236,668	D	
Class A common stock, par value \$0.001								50,907	I	By the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee.
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								965	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					
Stock Option (right to buy)	\$57.7	02/24/2020		A		56,500		(3)	02/24/2030	Class A common stock	\$0	56,500	D	

**Explanation of Responses:**

- Represents a grant of restricted stock. The restrictions with respect to the restricted stock lapse ratably on February 24 of each of 2021, 2022, 2023 and 2024.
- Represents a grant of restricted stock. The restrictions with respect to the restricted stock lapse (a) 75% subject to (i) achievement of specified earnings and return-related targets or peer-group performance targets, as applicable, in each case as of the last day of a three-year performance period, and (ii) continued employment through the date the performance targets are measured and (b) 25% subject to continued employment through the date the performance targets are measured.
- The option vests in four annual installments. The installments will vest and become exercisable on February 24 of each of 2021, 2022, 2023 and 2024.

/s/ Monica Shilling, by power of attorney 02/26/2020

\*\* 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 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.

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