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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>AXELROD NORMAN</u>  (Last) (First) (Middle) <u>C/O FLOOR &amp; DECOR HOLDINGS, INC.</u> <u>2500 WINDY RIDGE PARKWAY, SE</u>  (Street) <u>ATLANTA GA 30339</u>  (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2020</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	07/21/2020		M		10,910	A	\$4.33	17,772	D	
Class A common stock, par value \$0.001	07/21/2020		S <sup>(1)</sup>		10,910	D	\$62.5	6,862	D	
Class A common stock, par value \$0.001	07/22/2020		M		34,000	A	\$4.33	40,862	D	
Class A common stock, par value \$0.001	07/22/2020		S <sup>(1)</sup>		34,000	D	\$64.9	6,862	D	
Class A common stock, par value \$0.001	07/23/2020		M		34,000	A	\$4.33	40,862	D	
Class A common stock, par value \$0.001	07/23/2020		S <sup>(1)</sup>		34,000	D	\$67.5	6,862	D	
Class A common stock, par value \$0.001								322,080	I	By Alison K. Axelrod 2012 Family Trust, of which Mr. Axelrod is the trustee.
Class A common stock, par value \$0.001								260,961	I	By AS SKIP LLC, of which Mr. Axelrod is the managing member.

**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				
Stock option (right to buy)	\$4.33	07/21/2020		M			10,910	02/28/2016	02/28/2021	Class A common stock, par value \$0.001	10,910	\$0	0	D	
Stock Option (right to buy)	\$4.33	07/22/2020		M			34,000	12/30/2014	12/30/2021	Class A common stock, par value \$0.001	34,000	\$0	70,591	D	
Stock Option (right to buy)	\$4.33	07/23/2020		M			34,000	12/30/2014	12/30/2021	Class A common stock, par value \$0.001	34,000	\$4.33	36,591	D	

**Explanation of Responses:**

1. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Axelrod on March 1, 2020.

/s/ Monica Shilling, by power of attorney      07/23/2020

\*\* 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.

**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.**