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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>Christopherson David Victor</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) Director 10% Owner Officer (give title below) Other (specify below) <u>EVP AND GENERAL COUNSEL</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2020</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	08/13/2020		M		3,160	A	\$31.98	49,517	D	
Class A common stock, par value \$0.001	08/13/2020		M		2,965	A	\$21	52,482	D	
Class A common stock, par value \$0.001	08/13/2020		M		8,675	A	\$21	61,157	D	
Class A common stock, par value \$0.001	08/13/2020		S		14,800	D	\$67.3	46,357	D	

**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
Stock Option (right to buy)	\$21	08/13/2020		M		8,675		(1)	04/26/2027	Class A common stock, par value \$0.001	8,675	\$0	9,883	D	
Stock Option (right to buy)	\$21	08/13/2020		M		2,965		(1)	04/26/2027	Class A common stock, par value \$0.001	2,965	\$0	1,977	D	
Stock Option (right to buy)	\$31.98	08/13/2020		M		3,160		(2)	11/02/2028	Class A common stock, par value \$0.001	3,160	\$0	21,605	D	

**Explanation of Responses:**

- 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.

/s/ Monica Shilling, by power of attorney 08/14/2020

\*\* 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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