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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

1. Name and Address of Reporting Person * <u>DENNY STEVEN ALAN</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, STORE OPERATIONS</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/21/2021</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	07/21/2021		M		714	A	\$21	3,154	D	
Class A common stock, par value \$0.001	07/21/2021		M		3,571	A	\$21	6,725	D	
Class A common stock, par value \$0.001	07/21/2021		M		899	A	\$57.7	7,624	D	
Class A common stock, par value \$0.001	07/21/2021		S <sup>(1)</sup>		5,184	D	\$110	2,440	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						Amount or Number of Shares
Stock Option (right to buy)	\$21	07/21/2021		M		714		(2)	04/26/2027	Class A Common Stock, par value \$0.001	714	\$0	715	D	
Stock Option (right to buy)	\$21	07/21/2021		M		3,571		(2)	04/26/2027	Class A Common Stock, par value \$0.001	3,571	\$0	3,572	D	
Stock Option (right to buy)	\$57.7	07/21/2021		M		899		(3)	02/24/2030	Class A Common Stock, par value \$0.001	899	\$0	2,697	D	

**Explanation of Responses:**

- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Denny on May 27, 2021.
- The option vests in five equal annual installments. The first four installments vested on April 26 of each of 2018, 2019, 2020 and 2021. The remaining installment will vest and become exercisable on April 26, 2022.
- The option vests in four equal annual installments. The first installment vested on February 24, 2021. The remaining installments will vest and become exercisable on February 24 of each of 2022, 2023 and 2024.

/s/ Monica Shilling, by power of attorney 07/23/2021

\*\* 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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