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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>DENNY STEVEN ALAN</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) Director 10% Owner Officer (give title below) Other (specify below) X <u>EVP, STORE OPERATIONS</u>
	3. Date of Earliest Transaction (Month/Day/Year) 09/30/2021	
	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	09/30/2021		M		2,510	A	\$9.99	4,950	D	
Class A common stock, par value \$0.001	09/30/2021		S <sup>(1)</sup>		774	D	\$121.41 <sup>(2)</sup>	4,176	D	
Class A common stock, par value \$0.001	09/30/2021		S <sup>(1)</sup>		869	D	\$122.36 <sup>(3)</sup>	3,307	D	
Class A common stock, par value \$0.001	09/30/2021		S <sup>(1)</sup>		540	D	\$123.53 <sup>(4)</sup>	2,767	D	
Class A common stock, par value \$0.001	09/30/2021		S <sup>(1)</sup>		304	D	\$124.53 <sup>(5)</sup>	2,463	D	
Class A common stock, par value \$0.001	09/30/2021		S <sup>(1)</sup>		23	D	\$125.35 <sup>(6)</sup>	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					
Stock Option (right to buy)	\$9.99	09/30/2021		M			2,510	(7)	09/30/2026	common stock, par value \$0.001		0	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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$120.86 to \$121.885, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$121.95 to \$122.83, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$123.025 to \$123.83, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$124.20 to \$125.11, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$125.22 to \$125.40, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The option vests in five equal annual installments. The five installments vested and became exercisable on September 30 of each of 2017, 2018, 2019, 2020 and 2021.

/s/ Monica Shilling, by power of attorney 10/04/2021

\*\* 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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