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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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|---|--|---|
| 1. Name and Address of Reporting Person * <u>Lang Trevor</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 & 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 PRESIDENT |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2024 | |
| 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 | 02/26/2024 | | F ⁽¹⁾ | | 234 | D | \$117.11 | 208,998 | D | |
| Class A common stock, par value \$0.001 | 02/26/2024 | | F ⁽¹⁾ | | 5,896 | D | \$117.11 | 203,102 | D | |
| Class A common stock, par value \$0.001 | 02/26/2024 | | F ⁽²⁾ | | 11,659 | D | \$117.11 | 191,443 | D | |
| Class A common stock, par value \$0.001 | 02/26/2024 | | F ⁽²⁾ | | 7,682 | D | \$117.11 | 183,761 | D | |
| Class A common stock, par value \$0.001 | 02/26/2024 | | A | | 7,546 ⁽³⁾ | A | \$0 | 191,307 | D | |
| Class A common stock, par value \$0.001 | 02/27/2024 | | F ⁽⁴⁾ | | 669 | D | \$120.55 | 190,638 | D | |
| Class A common stock, par value \$0.001 | 02/27/2024 | | G | | 6,240 | D | \$0 | 184,398 | D | |
| Class A common stock, par value \$0.001 | | | | | | | | 942 | I | By The Lang Family 2022 Gift Trust U/A/D 09/15/2022 |
| Class A common stock, par value \$0.001 | | | | | | | | 642 | I | By daughter |
| Class A common stock, par value \$0.001 | | | | | | | | 642 | 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 | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Represents shares of restricted stock surrendered to satisfy the reporting person's tax withholding obligation upon vesting of restricted stock. The deemed disposition of the shares surrendered is exempt pursuant to Rule 16b-3(e).
- Represents shares of Class A common stock surrendered to satisfy the reporting person's tax withholding obligation upon vesting of performance stock. The deemed disposition of the shares surrendered is exempt pursuant to Rule 16b-3(e).
- Comprised of Restricted Stock Units ("RSUs") that represent a contingent right to receive one share of the Issuer's Class A common stock. The RSUs vest ratably on February 26 of each of 2025, 2026, and 2027.
- Represents shares of RSUs surrendered to satisfy the reporting person's tax withholding obligation upon vesting of RSUs. The deemed disposition of the withheld shares is exempt pursuant to Rule 16b-3(e).

/s/ Monica Shilling, by Power of Attorney 02/28/2024

** 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.