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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.

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) 11/01/2024	
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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	11/01/2024		G		2,709	D	\$0	180,688	D	
Class A common stock, par value \$0.001	11/01/2024		M		34,513	A	\$21	215,201	D	
Class A common stock, par value \$0.001	11/01/2024		M		9,603	A	\$21	224,804	D	
Class A common stock, par value \$0.001	11/01/2024		M		38,951	A	\$31.98	263,755	D	
Class A common stock, par value \$0.001	11/01/2024		M		16,265	A	\$57.7	280,020	D	
Class A common stock, par value \$0.001	11/01/2024		M		4,266	A	\$95.68	284,286	D	
Class A common stock, par value \$0.001	11/01/2024		S		9,858	D	\$103.04 ⁽¹⁾	274,428	D	
Class A common stock, par value \$0.001	11/01/2024		S		76,021	D	\$104.01 ⁽²⁾	198,407	D	
Class A common stock, par value \$0.001	11/01/2024		S		17,719	D	\$104.75 ⁽³⁾	180,688	D	
Class A common stock, par value \$0.001	11/04/2024		G		21,360 ⁽⁴⁾	D	\$0	159,328	D	
Class A common stock, par value \$0.001								22,302 ⁽⁴⁾	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 per share								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 Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$21	11/01/2024		M			34,513	(5)	04/26/2027	Class A common stock, par value \$0.001	\$0	0	D	

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 Options (right to buy)	\$21	11/01/2024		M			9,603	(5)	04/26/2027	Class A common stock, par value \$0.001	9,603	\$0	0	D	
Stock Option (right to buy)	\$31.98	11/01/2024		M			38,951	(6)	11/02/2028	Class A common stock, par value \$0.001	38,951	\$0	0	D	
Stock Option (right to buy)	\$57.7	11/01/2024		M			16,265	(7)	02/24/2030	Class A common stock, par value \$0.001	16,265	\$0	0	D	
Stock Option (right to buy)	\$95.68	11/01/2024		M			4,266	(8)	03/01/2031	Class A common stock, par value \$0.001	4,266	\$0	1,422	D	

Explanation of Responses:

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.27 to \$103.25, inclusive. The reporting person undertakes to provide to Floor and Decor Holdings, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, 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 \$103.28 to \$104.275, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, 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 \$104.28 to \$105.16, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- On November 4, 2024, the reporting person transferred 21,360 shares of Floor & Decor Holdings, Inc. Class A common stock to The Lang Family 2022 Gift Trust U/A/D 09/15/2022, a family trust of which the reporting person's spouse is trustee. Members of the reporting person's immediate family are the sole beneficiaries of such trust.
- The option vests as follows: 10% on April 26, 2019; 20% on April 26, 2020; 30% on April 26, 2021; and 40% on April 26, 2022.
- The option vests in four equal annual installments. The installments vest and become exercisable on November 2 of each of 2019, 2020, 2021 and 2022.
- The option vests in four annual installments. The installments vest and become exercisable on February 24 of each of 2021, 2022, 2023 and 2024.
- The option vests in four equal annual installments. The installments vest and become exercisable on March 1 of each of 2022, 2023, 2024 and 2025.

Remarks:

/s/ Stacy S. Ingram, by Power of Attorney 11/05/2024

** 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.

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