

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>FS Equity Partners VI, L.P.</u> _____ (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u> <u>11100 SANTA MONICA BLVD., SUITE 1900</u> _____ (Street) <u>LOS ANGELES CA 90025</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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/07/2019</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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	08/07/2019		S		3,500,000 <sup>(1)</sup>	D	\$43	5,915,856 <sup>(2)</sup>	I	By FS Equity Partners VI, L.P. and FS Affiliates VI, L.P. <sup>(3)(4)</sup>

**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					

1. Name and Address of Reporting Person * <u>FS Equity Partners VI, L.P.</u> _____ (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u> <u>11100 SANTA MONICA BLVD., SUITE 1900</u> _____ (Street) <u>LOS ANGELES CA 90025</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>FS Capital Partners VI, LLC</u> _____ (Last) (First) (Middle) <u>C/O FREEMAN SPOGLI &amp; CO.</u> <u>11100 SANTA MONICA BLVD., SUITE 1900</u> _____ (Street) <u>LOS ANGELES CA 90025</u> _____ (City) (State) (Zip)

**Explanation of Responses:**

- 1. Includes 3,357,381 shares of Class A common stock beneficially owned by FS Equity Partners VI, L.P. ("FS Equity") and 142,619 shares of Class A common stock beneficially owned by FS Affiliates VI, L.P. ("FS Affiliates").
- 2. Includes 5,674,794 shares of Class A common stock beneficially owned by FS Equity and 241,062 shares of Class A common stock beneficially owned by FS Affiliates.

3. FS Capital Partners VI, LLC, ("FS Capital") is the general partner of FS Equity and FS Affiliates, and has the sole power to vote and dispose of the shares of the Issuer's common stock owned by the FS Funds. Each of Messrs. Brad J. Brutocao, Bradford M. Freeman, Benjamin D. Geiger, Todd W. Halloran, Jon D. Ralph, John M. Roth, J. Frederick Simmons, Ronald P. Spogli and William M. Wardlaw is a managing member of FS Capital, and each of Messrs. Brutocao, Freeman, Geiger, Halloran, John S. Hwang, Christian B. Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw is a member of Freeman Spogli & Co., and as such may be deemed to be the beneficial owners of the shares of the Issuer's Class A common stock owned by FS Equity or FS Affiliates. (continued in footnote 4)

4. Messrs. Brutocao, Freeman, Geiger, Halloran, Hwang, Johnson, Ralph, Roth, Simmons, Spogli and Wardlaw each disclaims beneficial ownership in the shares of the Issuer's Class A common stock except to the extent of his pecuniary interest in them.

/s/ Brad J. Brutocao

08/09/2019

\*\* 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.**