

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
TAYLOR THOMAS V		Floor & Decor Holdings, Inc. [FND]		<input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O FLOOR & DECOR HOLDINGS, INC., 2233 LAKE PARK DRIVE		4/4/2018			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
SMYRNA, GA 30080				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	4/4/2018		M		85841	A	\$3.15	108989 (1)	D	
Class A common stock, par value \$0.001	4/4/2018		S (2)		85841	D	\$55.27 (3)	23148	D	
Class A common stock, par value \$0.001	4/4/2018		M		69931	A	\$3.15	93079	D	
Class A common stock, par value \$0.001	4/4/2018		S (2)		69931	D	\$56.24 (4)	23148	D	
Class A common stock, par value \$0.001	4/5/2018		M		14228	A	\$3.15	37376	D	
Class A common stock, par value \$0.001	4/5/2018		S (2)		14228	D	\$55.99 (5)	23148	D	
Class A common stock, par value \$0.001								76392	I	By the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee.
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								965	I	By daughter

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 of Derivative Security: 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 Option (right to buy)	\$3.15	4/4/2018		M		85841		12/3/2016	12/13/2022	Class A common stock	85841	\$0	409698	D	
Stock Option (right to buy)	\$3.15	4/4/2018		M		69931		12/3/2016	12/13/2022	Class A common stock	69931	\$0	339767	D	
Stock Option (right to buy)	\$3.15	4/5/2018		M		14228		12/3/2016	12/13/2022	Class A common stock	14228	\$0	325539	D	

Explanation of Responses:

- (1) Includes 20,154 shares of the Issuer's Class A common stock previously transferred from the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee, to Mr. Taylor.

- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Taylor on August 8, 2017.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.00 to \$55.99, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.00 to \$56.69, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$55.62 to \$56.52, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR THOMAS V C/O FLOOR & DECOR HOLDINGS, INC. 2233 LAKE PARK DRIVE SMYRNA, GA 30080	X		Chief Executive Officer	

Signatures

/s/ Monica Shilling, by power of attorney

4/6/2018

**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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