

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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

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 * Lang Trevor (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 Floor & Decor Holdings, Inc. [FND] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/24/2020</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP AND CFO 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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	2/24/2020		A		2059 (1)	A	\$0	120278	D	
Class A common stock, par value \$0.001	2/24/2020		A		55935 (2)	A	\$0	176213	D	
Class A common stock, par value \$0.001								1287	I	By daughter
Class A common stock, par value \$0.001								1287	I	By daughter

Table II - Derivative Securities 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. 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)	\$57.70	2/24/2020		A		16265		(3)	2/24/2030	Class A common stock	16265	\$0	16265	D	

Explanation of Responses:

- (1) Represents a grant of restricted stock. The restrictions with respect to the restricted stock lapse ratably on February 24 of each of 2021, 2022, 2023 and 2024.
- (2) Represents a grant of restricted stock. The restrictions with respect to the restricted stock lapse (a) 75% subject to (i) achievement of specified earnings and return-related targets or peer-group performance targets, as applicable, in each case as of the last day of a three-year performance period, and (ii) continued employment through the fourth anniversary of the grant date and (b) 25% subject to continued employment through the fourth anniversary of the grant date.
- (3) The option vests in four annual installments. The installments will vest and become exercisable on February 24 of each of 2021, 2022, 2023 and 2024.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lang Trevor C/O FLOOR & DECOR HOLDINGS, INC. 2500 WINDY RIDGE PARKWAY, SE ATLANTA, GA 30339			EVP AND CFO	

Signatures

/s/ Monica Shilling, by power of attorney

2/26/2020

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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