

FORM 4

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

OMB APPROVAL
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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 * West George Vincent (Last) (First) (Middle) C/O FLOOR & DECOR HOLDINGS, INC., 2233 LAKE PARK DRIVE (Street) SMYRNA, GA 30080 (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">5/6/2019</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
		4. If Amendment, Date Original Filed (MM/DD/YYYY) _____ 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	3A. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A common stock, par value \$0.001	5/6/2019		M		150000	A	\$4.33	150000	D	
Class A common stock, par value \$0.001	5/6/2019		S		150000	D	\$43.95 (1)	0	D	
Class A common stock, par value \$0.001	5/7/2019		M		264871	A	\$4.33	264871	D	
Class A common stock, par value \$0.001	5/7/2019		S		19054	D	\$43.25 (2)	245817	D	
Class A common stock, par value \$0.001	5/7/2019		S		245817	D	\$42.13 (3)	0	D	
Class A common stock, par value \$0.001	5/8/2019		M		150000	A	\$4.33	150000	D	
Class A common stock, par value \$0.001	5/8/2019		S		150000	D	\$42.26 (4)	0	D	
Class A common stock, par value \$0.001								1037305	I	By American West Investment Corporation, of which Mr. West is the President.
Class A common stock, par value \$0.001								776346	I	By West Family Partners LLLP, of which Mr. West is the General Partner.

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)	\$4.33	5/6/2019		M		150000		1/13/2015	1/13/2021	Class A common stock, par value \$0.001	150000	\$0	414871	D	
Stock Option (right to buy)	\$4.33	5/7/2019		M		264871		1/13/2015	1/13/2021	Class A common stock, par value \$0.001	264871	\$0	150000	D	
Stock Option (right to buy)	\$4.33	5/8/2019		M		150000		1/13/2015	1/13/2021	Class A common stock, par value	150000	\$0	0	D	

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				
										\$0.001					

Explanation of Responses:

- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.82 to \$44.06, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission (the "SEC"), upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.87 to \$43.62, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.83 to \$42.81, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within 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 \$41.95 to \$42.75, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
West George Vincent C/O FLOOR & DECOR HOLDINGS, INC. 2233 LAKE PARK DRIVE SMYRNA, GA 30080	X			

Signatures

/s/ Monica Shilling, by power of attorney

5/8/2019

**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.

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