

# FORM 4

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

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

## 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

<b>1. Name and Address of Reporting Person *</b>  <b>Robbins Brian K</b>  (Last) (First) (Middle)  <b>C/O FLOOR &amp; DECOR HOLDINGS, INC., 2233 LAKE PARK DRIVE</b>  (Street)  <b>SMYRNA, GA 30080</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Floor &amp; Decor Holdings, Inc. [ FND ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>6/26/2018</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>EVP - Supply Chain</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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	6/26/2018		M		6783	A	\$21	10343	D	
Class A common stock, par value \$0.001	6/26/2018		M		1356	A	\$21	11699	D	
Class A common stock, par value \$0.001	6/26/2018		M		8905	A	\$5.26	20604	D	
Class A common stock, par value \$0.001	6/26/2018		S	(1)	17044	D	\$50	3560	D	

<b>Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)</b>															
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)	\$21	6/26/2018		M		6783		(2)	4/26/2027	Class A common stock	6783	\$0	27134	D	
Stock Option (right to buy)	\$21	6/26/2018		M		1356		(2)	4/26/2027	Class A common stock	1356	\$0	5427	D	
Stock Option (right to buy)	\$5.26	6/26/2018		M		8905		(3)	5/20/2024	Class A common stock	8905	\$0	16840	D	

**Explanation of Responses:**

- (1) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Robbins on May 25, 2018.
- (2) The option vests in five equal annual parts. The first installment vested on April 26, 2018. The remaining installments will vest and become exercisable on April 26 of each of 2019, 2020, 2021 and 2022.
- (3) The option vests in two equal annual parts. The first installment vested on May 20, 2018. The final installment will vest and become exercisable on May 20, 2019.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robbins Brian K C/O FLOOR & DECOR HOLDINGS, INC. 2233 LAKE PARK DRIVE SMYRNA, GA 30080			EVP - Supply Chain	

**Signatures**

/s/ Monica Shilling, by power of attorney

6/28/2018

    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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