

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 * AXELROD NORMAN (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chairman of the Board
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">2/28/2019</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	2/28/2019		M		69545	A	\$4.33	74673	D	
Class A common stock, par value \$0.001	2/28/2019		M		5455	A	\$2.85	80128	D	
Class A common stock, par value \$0.001	2/28/2019		S		75000	D	\$37.50	5128	D	
Class A common stock, par value \$0.001								347080	I	By Alison K. Axelrod 2012 Family Trust, of which Mr. Axelrod is the trustee.
Class A common stock, par value \$0.001								260961	I	By AS SKIP LLC, of which Mr. Axelrod is the managing member.

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	2/28/2019		M		69545		2/28/2016	2/28/2021	Class A common stock, par value \$0.001	69545	\$0	10910	D	
Stock Option (right to buy)	\$2.85	2/28/2019		M		5455		2/28/2016	2/28/2021	Class A common stock, par value \$0.001	5455	\$0	75000	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

AXELROD NORMAN C/O FLOOR & DECOR HOLDINGS, INC. 2233 LAKE PARK DRIVE SMYRNA, GA 30080	X		Chairman of the Board
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Signatures

/s/ Monica Shilling, by power of attorney

3/4/2019

**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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