

# 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Robbins Brian K</b>			<b>Floor &amp; Decor Holdings, Inc. [ FND ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP - Supply Chain</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O FLOOR &amp; DECOR HOLDINGS, INC., 2233 LAKE PARK DRIVE</b>			<b>6/24/2019</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SMYRNA, GA 30080</b>						<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	6/24/2019		M		4827	A	\$6.90	8387	D	
Class A common stock, par value \$0.001	6/24/2019		M		14481	A	\$3.79	22868	D	
Class A common stock, par value \$0.001	6/24/2019		M		16840	A	\$5.26	39708	D	
Class A common stock, par value \$0.001	6/24/2019		M		10813	A	\$9.99	50521	D	
Class A common stock, par value \$0.001	6/24/2019		M		1357	A	\$21.00	51878	D	
Class A common stock, par value \$0.001	6/24/2019		M		6783	A	\$21.00	58661	D	
Class A common stock, par value \$0.001	6/24/2019		S	(L)	54040	D	\$40.95 (2)	4621	D	
Class A common stock, par value \$0.001	6/24/2019		S	(L)	1061	D	\$41.51 (3)	3560	D	

**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)	\$6.90	6/24/2019		M		4827		9/13/2018	9/13/2023	Class A common stock, par value \$0.001	4827	\$0	0	D	
Stock Option (right to buy)	\$3.79	6/24/2019		M		14481		9/13/2018	9/13/2023	Class A common stock, par value \$0.001	14481	\$0	0	D	
Stock Option (right to buy)	\$5.26	6/24/2019		M		16840		5/20/2019	5/20/2024	Class A common stock, par value \$0.001	16840	\$0	0	D	
Stock Option (right to buy)	\$9.99	6/24/2019		M		10813		(4)	9/30/2026	Class A common stock, par value \$0.001	10813	\$0	32439	D	
Stock Option (right to buy)	\$21.00	6/24/2019		M		1357		(5)	4/26/2027	Class A common stock, par value \$0.001	1357	\$0	4070	D	
Stock Option (right to buy)	\$21.00	6/24/2019		M		6783		(5)	4/26/2027	Class A common stock, par value \$0.001	6783	\$0	20351	D	

### Explanation of Responses:

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Robbins on May 23, 2019.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.46 to \$41.45, 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.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$41.50 to \$41.54, 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 option vests in five equal annual installments. The first two installments vested on September 30 of each of 2017 and 2018. The remaining installments will vest and become exercisable on September 30 of each of 2019, 2020 and 2021.
- (5) The option vests in five equal annual installments. The first two installments vested on April 26 of each of 2018 and 2019. The remaining installments will vest and become exercisable on April 26 of each of 2020, 2021 and 2022.

#### 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

6/26/2019

\*\*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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