

# 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

<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>3/5/2018</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ 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	3/5/2018		M		53408	A	\$6.22	56968	D	
Class A common stock, par value \$0.001	3/5/2018		M		4828	A	\$9.33	61796	D	
Class A common stock, par value \$0.001	3/5/2018		M		38618	A	\$7.69	100414	D	
Class A common stock, par value \$0.001	3/5/2018		M		10813	A	\$9.99	111227	D	
Class A common stock, par value \$0.001	3/5/2018		S		87753	D	\$45.05 (1)	23474	D	
Class A common stock, par value \$0.001	3/5/2018		S		19914	D	\$45.86 (2)	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)	\$6.22	3/5/2018		M			53408	9/13/2017	9/13/2023	Class A common stock	53408	\$0	0	D	
Stock Option (right to buy)	\$9.33	3/5/2018		M			4828	9/13/2017	9/13/2023	Class A common stock	4828	\$0	0	D	
Stock Option (right to buy)	\$7.69	3/5/2018		M			38618	5/20/2017	5/20/2024	Class A common stock	38618	\$0	0	D	
Stock Option (right to buy)	\$9.99	3/5/2018		M			10813	(3)	9/30/2026	Class A common stock	10813	\$0	43252 (3)	D	

**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 \$44.70 to \$45.50, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with 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 \$45.74 to \$46.03, inclusive. The reporting person undertakes to provide to Floor & Decor Holdings, Inc., any security holder of Floor & Decor Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price with the range set forth in this footnote.
- (3) The option vests in five equal annual parts. The first installment vested on September 30, 2017. The remaining installments will vest and become exercisable on September 30 of each of 2018, 2019, 2020 and 2021.

**Reporting Owners**

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

**Signatures**/s/ Monica Shilling, by power of attorney3/6/2018

\*\*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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