

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **May 13, 2020**

**Floor & Decor Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38070**  
(Commission  
File Number)

**27-3730271**  
(IRS Employer  
Identification No.)

**2500 Windy Ridge Parkway SE**  
**Atlanta, GA**  
(Address of principal executive offices)

**30339**  
(Zip Code)

**(404) 471-1634**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, \$0.001 par value per share	FND	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

***Annual Meeting of Stockholders***

On May 13, 2020, Floor & Decor Holdings, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) virtually. The issued and outstanding shares of stock of the Company entitled to vote at the Annual Meeting consisted of the 102,286,912 shares of Class A common stock outstanding on the record date, March 17, 2020. A quorum was present at the Annual Meeting and the stockholders of the Company voted on three matters, all of which were approved. The final voting results from the Annual Meeting as of May 13, 2020, as certified by the inspector of election, were as follows:

- (1) A proposal to elect three Class III directors of the Company to serve for three-year terms expiring at the 2023 Annual Meeting of Stockholders once their respective successors have been duly elected and qualified or until their earlier resignation or removal was approved, based on the following votes:

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
David B. Kaplan	76,880,748	13,725,969	7,635	5,032,879
Peter Starrett	76,880,427	13,726,090	7,835	5,032,879
George Vincent West	73,094,969	17,512,913	6,470	5,032,879

- (2) A proposal to ratify the appointment of Ernst & Young LLP as independent auditors for the Company’s 2020 fiscal year was approved, based on the following votes:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
95,329,450	296,667	21,114

There were no broker non-votes on this matter.

- (3) A proposal to approve, by non-binding vote, the compensation paid to the Company’s named executive officers (commonly known as a “say-on-pay” proposal) was approved, based on the following votes:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
89,976,261	619,706	18,385	5,032,879

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLOOR & DECOR HOLDINGS, INC.

Date: May 14, 2020

By: /s/ David V. Christopherson  
Name: David V. Christopherson  
Title: Executive Vice President, Secretary and General Counsel

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