

# FORM 4

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

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

### 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>TAYLOR THOMAS V</b>		<b>Floor &amp; Decor Holdings, Inc. [ FND ]</b>		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CHIEF EXECUTIVE OFFICER</b>	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
<b>C/O FLOOR &amp; DECOR HOLDINGS, INC., 2500 WINDY RIDGE PARKWAY, SE</b>		<b>9/18/2020</b>			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
<b>ATLANTA, GA 30339</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	9/18/2020		M		25000	A	\$4.85	261668 (1)	D	
Class A common stock, par value \$0.001	9/18/2020		S(2)		25000	D	\$74.85	236668 (1)	D	
Class A common stock, par value \$0.001								50907	I	By the Taylor Grantor Retained Annuity Trust, of which Mr. Taylor is the trustee.
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								965	I	By son
Class A common stock, par value \$0.001								965	I	By daughter

**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)	\$4.85	9/18/2020		M		25000		12/3/2016	12/13/2022	Class A common stock, par value \$0.001	25000	\$0	429871	D	

#### Explanation of Responses:

- The number of shares listed in column five reflects a correction of an inadvertent administrative error that omitted 100,000 shares of the Issuer's Class A common stock, par value \$0.001 ("Common Stock") directly held by the Reporting Person from column five of the Form 4 filed by the Reporting Person on August 14, 2020 (the "August 14 Form 4"). Column 5 of the August 14 Form 4 reported direct beneficial ownership of 236,668 and 136,668 shares of Common Stock, respectively, but should have reported direct beneficial ownership of 336,668 and 236,668 shares of Common Stock, respectively.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Taylor on August 18, 2020.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR THOMAS V C/O FLOOR & DECOR HOLDINGS, INC. 2500 WINDY RIDGE PARKWAY, SE ATLANTA, GA 30339	X		CHIEF EXECUTIVE OFFICER	

**Signatures**

/s/ Monica Shilling, by power of attorney

9/22/2020

—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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