

---

---

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 11)\*

---

**FLOOR & DECOR HOLDINGS, INC.**

(Name of Issuer)

---

**Class A Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

---

**339750 101**

(CUSIP Number)

---

**Monica J. Shilling  
Kirkland & Ellis LLP  
2049 Century Park East  
Suite 3700  
Los Angeles, California 90067  
Tel: (310) 552-4200  
Fax: (310) 552-5900**

---

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

---

**August 13, 2020**

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1. Names of Reporting Persons  
Ares Corporate Opportunities Fund III, L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)
- 

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
0 (See Items 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Items 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Items 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
PN

---

1. Names of Reporting Persons  
ACOF Operating Manager III, LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
OO

---

1. Names of Reporting Persons  
Ares Management LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
OO

---

1. Names of Reporting Persons  
Ares Management Holdings L.P.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
PN

---

1. Names of Reporting Persons  
Ares Holdco LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
OO

---

1. Names of Reporting Persons  
Ares Holdings Inc.

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
CO

---

1. Names of Reporting Persons  
Ares Management Corporation

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
CO

---



1. Names of Reporting Persons  
Ares Voting LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

---

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0 (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
OO

---

1. Names of Reporting Persons  
Ares Management GP LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)
- 

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
OO

---

1. Names of Reporting Persons  
Ares Partners Holdco LLC

---

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a)
- (b)
- 

3. SEC Use Only

---

4. Source of Funds (See Instructions)  
OO

---

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

---

6. Citizenship or Place of Organization  
Delaware

---

7. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

8. Shared Voting Power  
0 (See Item 3, 4, 5 and 6)

---

9. Sole Dispositive Power  
0

---

10. Shared Dispositive Power  
0 (See Item 3, 4, 5 and 6)

---

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
0 (See Item 3, 4, 5 and 6)

---

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

---

13. Percent of Class Represented by Amount in Row (11)  
0% (See Item 3, 4, 5 and 6)

---

14. Type of Reporting Person (See Instructions)  
OO

---

## Explanatory Note

This Amendment No. 11 to the statement on Schedule 13D amends and supplements the statement on Schedule 13D filed by certain of the Reporting Persons on May 12, 2017, Amendment No. 1 to the Schedule 13D filed on July 27, 2017, Amendment No. 2 to the Schedule 13D filed on November 22, 2017, Amendment No. 3 to the Schedule 13D filed on May 29, 2018, Amendment No. 4 to the Schedule 13D filed on September 18, 2018, Amendment No. 5 to the Schedule 13D filed on March 4, 2019, Amendment No. 6 to the Schedule 13D filed on August 13, 2019, Amendment No. 7 to the Schedule 13D filed on November 18, 2019, Amendment No. 8 to the Schedule 13D filed on May 11, 2020, Amendment No. 9 to the Schedule 13D filed on May 26, 2020 and Amendment No. 10 to the Schedule 13D filed on August 5, 2020 (together, the “Original Schedule 13D” and together with this Amendment No. 11, the “Schedule 13D”). Except as amended herein, the Original Schedule 13D remains in full force and effect. Terms defined in the Original Schedule 13D are used herein as so defined.

### Item 4. Purpose of Transaction

Item 4 of the Original Schedule 13D is hereby amended to add the following:

The information set forth in Item 6 below is incorporated by reference in its entirety into this Item 4.

### Item 5. Interest in Securities of the Issuer

Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

#### (a) Aggregate number and percentage of securities.

See items 11 and 13 of the cover pages to this Amendment No. 11 for the aggregate number of shares of Common Stock and percentage of Common Stock beneficially owned by each of the Reporting Persons.

Based upon information included in filings with respect to the Issuer with the Securities and Exchange Commission, on August 4, 2020, (i) FS Equity Partners VI, L.P. (“FS Equity”) completed a distribution in kind of 3,158,608 shares of Common Stock on a pro rata basis, for no additional consideration, to its limited partners and general partner and (ii) FS Affiliates VI, L.P. (“FS Affiliates and, together with FS Equity, “FS”) completed a distribution in kind of 134,176 shares of Common Stock on a pro rata basis, for no additional consideration, to its limited partners and general partner. The shares of Common Stock distributed by FS were previously included in items 8 and 11 of the cover pages to this Schedule 13D. The Reporting Persons expressly disclaim the existence of, or membership in, a “group” within the meaning of Section 13(d)(3) of the Act and Rule 13d-5(b) thereunder with FS as a result of the Investor Rights Agreement or otherwise, as well as beneficial ownership with respect to any shares of Common Stock beneficially owned by FS, and neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission by any Reporting Person that it is the beneficial owner of any of the shares of Common Stock referred to herein for purposes of Section 13(d) of the Act, or for any other purpose, and such beneficial ownership is expressly disclaimed by the Reporting Persons.

(b) **Power to vote and dispose.** See items 7 through 10 of the cover pages to, and Item 2 of, this Schedule 13D for the number of shares of Common Stock beneficially owned by each of the Reporting Persons as to which there is sole or shared power to vote or to direct the vote, and sole or shared power to dispose or to direct the disposition. The Reporting Persons expressly disclaim the power to vote or dispose of the shares held by FS and previously included in Item 8 of the cover pages of this Schedule 13D, as a result of the Investor Rights Agreement or otherwise.

(c) **Transactions within the past 60 days.** On August 4, 2020, (i) FS Equity completed a distribution in kind of 3,134,627 shares of Common Stock on a pro rata basis, for no additional consideration, to its limited partners and general partner and (ii) FS Affiliates completed a distribution in kind of 133,157 shares of Common Stock on a pro rata basis, for no additional consideration, to its limited partners and general partner. Ares Corporate Opportunities Fund III, L.P. (“ACOF III”) did not sell or distribute any shares of Common Stock in connection with the distributions by FS. Except for the information set forth herein, including in Items 3, 4 and 6, which is incorporated herein by reference, none of the Reporting Persons has effected any transaction related to the Common Stock during the past 60 days.

---

- (d) **Certain rights of other persons.** Except as described herein, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities covered by this Schedule 13D.
- (e) **Date ceased to be a 5% owner.** As of August 13, 2020, none of the Reporting Persons hold or beneficially own shares of Common Stock representing 5.0% or more of the outstanding shares of Common Stock.

#### **Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 of the Original Schedule 13D is hereby amended to add the following:

##### August 2020 Underwriting Agreement

On August 10, 2020, ACOF III, the Issuer, the other selling stockholders identified on Schedule B of the Underwriting Agreement and Morgan Stanley & Co. LLC (“Morgan Stanley” or the “Underwriter”), entered into an underwriting agreement (the “August 2020 Underwriting Agreement”) with respect to, among other things, the sale by ACOF III of 5,431,478 shares of Common Stock (the “August 2020 Offering”). On August 13, 2020, pursuant to the Sixth Underwriting Agreement, ACOF III sold 5,431,478 shares of Common Stock to the Underwriter at a price of \$67.30 per share. After the completion of the August 2020 Offering, ACOF III does not hold any shares of Common Stock and as such, no longer has board nomination rights or rights pursuant to the Registration Rights Agreement. The foregoing description of the August 2020 Underwriting Agreement is qualified in its entirety by reference to the full text of the August 2020 Underwriting Agreement, a copy of which is filed as Exhibit 16 hereto, and is incorporated by reference into this Item 6.

##### August 2020 Lock-Up Agreement

In connection with the August 2020 Underwriting Agreement, on May 19, 2020, ACOF III entered into a lock-up agreement (the “August 2020 Lock-Up Agreement”) with the Underwriter. Pursuant to the terms of the August 2020 Lock-Up Agreement, ACOF III has agreed, with certain limited exceptions, including distributions to limited partners and transfers to affiliates, which in each case would be subject to the recipient signing a similar lock-up agreement, not to directly or indirectly: (i) offer, pledge, sell or contract to sell any Common Stock, (ii) sell any option or contract to purchase any Common Stock, (iii) purchase any option or contract to sell any Common Stock, (iv) grant any option, right or warrant for the sale of any Common Stock, (v) lend or otherwise dispose of or transfer any Common Stock, (vi) request or demand that the Issuer publicly file a registration statement related to the Common Stock, or (vii) enter into any swap or other agreement that transfers, in whole or in part, the economic consequence of ownership of any Common Stock whether any such swap or transaction is to be settled by delivery of shares or other securities, in cash or otherwise for a period of 30 days from the date of the August 2020 Underwriting Agreement, without the prior written consent of the Underwriters. The foregoing description of the August 2020 Lock-Up Agreement is qualified in its entirety by reference to the full text of the Form of the Lock-Up Agreement, a copy of which is filed as Exhibit 17 hereto, and is incorporated by reference into this Item 6.

#### **Item 7. Material to be Filed as Exhibits**

Item 7 of the Original Schedule 13D is hereby amended to add the following:

- |            |  |
|------------|--|
| Exhibit 16 | Underwriting Agreement, by and among ACOF III, the Issuer, Morgan Stanley & Co. LLC, and the other Selling Stockholders identified in Schedule B thereto (incorporated by reference to Exhibit 1.1 to the Issuer’s Current Report on Form 8-K filed on August 14, 2020). |
| Exhibit 17 | Form of Lock-Up Agreement (incorporated by reference to Exhibit B of Exhibit 1.1 to the Issuer’s Current Report on Form 8-K filed on August 14, 2020).   |
-

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: August 14, 2020

**ARES CORPORATE OPPORTUNITIES FUND III, L.P.**

By: ACOF Operating Manager III, LLC  
Its Manager

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ACOF OPERATING MANAGER III, LLC**

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT LLC**

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT HOLDINGS L.P.**

By: ARES HOLDCO LLC  
Its General Partner

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES HOLDCO LLC**

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES HOLDINGS INC.**

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES MANAGEMENT CORPORATION**

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

**ARES VOTING LLC**

By: ARES PARTNERS HOLDCO LLC  
Its: Sole Member

/s/ Naseem Sagati Aghili  
By: Naseem Sagati Aghili  
Its: Authorized Signatory

---

**ARES MANAGEMENT GP LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

---

**ARES PARTNERS HOLDCO LLC**

/s/ Naseem Sagati Aghili

By: Naseem Sagati Aghili

Its: Authorized Signatory

---