FORM 4

obligations may continue. See

Instruction 1(b)

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

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 ar		2. Issuer Name and Ticker or Trading Symbol National Vision Holdings, Inc. [EYE]								Checl	tionship of Reporting all applicable) Director Officer (give title		g Pers	Person(s) to Issuer 10% Owner Other (specif					
(Last) (First) (Middle) C/O NATIONAL VISION HOLDINGS, INC., 2435 COMMERCE AVENUE, BLDG. 2200						3. Date of Earliest Transaction (Month/Day/Year) 03/22/2018								X	below) below) SVP, GC and Secretary				,,,,,,
(Street) DULUTH GA 30096-4980				980	4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)									Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)															F 61301	•			
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3) 2. Transacti Date (Month/Day						Exe	P.A. Deemed Execution Date, f any Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4			and 5) Securit Benefic Owned Report		es ally Following	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			tion(s)			(111511.4)
Common Stock 03/22/20)18			M ⁽¹⁾	M ⁽¹⁾ 7,166 A \$		\$4.	27	61	61,106		D		
Common Stock 03/26/20						018			S		7,166	D	\$31.6	51.68 ⁽²⁾ 5		3,940		D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deer Execution if any (Month/E		Code (Ir		tion of		6. Date E Expiration (Month/I	on Dat		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		D S (li	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	ly	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership t (Instr. 4)
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amour or Number of Shares	er					
Stock Option (Right to	\$4.27	03/22/2018			M			7,166	(3)		03/13/2024	Common Stock	7,166	5	\$0	78,274		D	

Explanation of Responses:

- 1. Represents an exercise of stock options in connection with the Reporting Person's sale of shares of common stock in an underwritten public offering.
- 2. This amount represents the secondary public offering price per share of common stock of National Vision Holdings, Inc., less the underwriting discount of \$1.32 per share, in connection with the exercise of the underwriters' option to purchase additional shares.
- 3. Of this stock option award, 56,960 stock options are currently vested, with an additional 28,480 eligible to vest on March 13, 2019. An additional 213,602 stock options which remain subject to liquidityevent performance-based vesting conditions are not included in the table above.

Remarks:

/s/ Jared Brandman, as 03/26/2018 Attorney-in-Fact

** Signature of Reporting Person

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.