

**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):

February 4, 2021

National Vision Holdings, Inc.
(Exact name of registrant as specified in its charter)

Commission file number 001-38257

Delaware

(State or other jurisdiction of
incorporation or organization)

2435 Commerce Ave.

Building 2200

Duluth, Georgia

(Address of principal executive offices)

46-4841717

(I.R.S. Employer
Identification No.)

30096

(Zip Code)

(770) 822-3600

(Registrant's telephone number, including area code)

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.42)
- 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
Common stock, par value \$0.01 per share	EYE	Nasdaq

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of Jose Armario to Board of Directors

Effective February 4, 2021, the Board of Directors (the “Board”) of National Vision Holdings, Inc. (“National Vision” or the “Company”) increased the size of the Board by one director (to a total size of nine directors) and filled the vacancy created by such increase by appointing Jose Armario, age 61, as a Class II director, effective February 4, 2021. Mr. Armario will hold office until the date of the Company’s 2022 Annual Meeting of Stockholders and until his successor shall be elected and qualified or until his earlier death, resignation, retirement, disqualification or removal. Mr. Armario will serve on the corporate governance and nominating committee.

Mr. Armario serves as the Chief Executive Officer and President of Bojangles’, Inc. since January 2019. Mr. Armario previously served as the Executive Vice President of Worldwide Supply Chain, Sustainability, Development and Franchising at McDonald’s Corporation from August 2011 to October 2015. After retiring from McDonald’s, Mr. Armario served as the chief executive officer and founder of Armario Enterprises, LLC and PowerC, LLC from January 2016 until January 2019. Prior to that, Mr. Armario served in several prominent leadership positions during his time at McDonald’s from 1996 to 2015, including president of McDonald’s Chile, and president of McDonald’s Canada and Latin America. Mr. Armario has over 30 years of senior leadership experience, including with brands such as Burger King and LensCrafters. Mr. Armario was selected to our Board because of his executive leadership experience in operations and supply chain, along with his prior experience in optical retail.

The Board has determined that Mr. Armario qualifies as an independent director under the corporate governance standards of NASDAQ and the independence requirements of Rule 10A-3 of the Exchange Act. Mr. Armario was not appointed to the Board pursuant to any arrangement or understanding with any other person. Mr. Armario has no family relationships with any director or executive officer of the Company and there are no transactions in which Mr. Armario has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Armario will be entitled to the annual compensation paid to independent non-employee directors, consisting of a cash retainer of \$75,000 (prorated for 2021), payable quarterly in arrears, and \$100,000 paid in restricted stock pursuant to the National Vision Holdings, Inc. 2017 Omnibus Incentive Plan (the “Omnibus Incentive Plan”). In connection with his appointment to the Board on February 4, 2021, Mr. Armario was granted a \$100,000 restricted stock award of the Company’s common stock pursuant to the Omnibus Incentive Plan, which will vest in three equal installments on each of the first, second and third anniversaries of the grant date, subject to continued service through the applicable vesting date.

The Company and Mr. Armario will enter into the Company’s standard form of indemnification agreement for directors, a copy of which was previously filed as Exhibit 10.36 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-220719) and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

A copy of the press release issued by the Company announcing the appointment of Mr. Armario described in Item 5.02 is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information included in this Current Report on Form 8-K is being furnished under Item 7.01, “Regulation FD Disclosure” of Form 8-K. As such, the information herein shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

See the Exhibit Index immediately preceding the signature page hereto, which is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.

[99.1](#)

104

Description

National Vision Holdings, Inc. Press Release dated February 4, 2021

Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

Signatures

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

Date: February 4, 2021

National Vision Holdings, Inc.
By: /s/ Jared Brandman
Name: Jared Brandman
Title: Senior Vice President, General Counsel and Secretary



National Vision Appoints Jose Armario to Board of Directors

Brings Additional Business, Operations and Supply Chain Expertise to Board

Duluth, Ga. (Feb. 4, 2021) – National Vision Holdings, Inc. (NASDAQ: EYE), one of the nation’s largest optical retailers providing quality, affordable eye care and eyewear, today announced the appointment of Jose Armario, chief executive officer and president at Bojangles’, Inc., to its Board of Directors, effective today. Armario will serve on the Board’s Nominating and Corporate Governance Committee. Following Armario’s appointment, National Vision’s Board consists of nine Directors, reflecting a gender balance among the eight independent members of the Board.

“I’ve known Jose since the early 90’s when we both worked in optics before his success with McDonald’s and Bojangles,” said Reade Fahs, CEO at National Vision. “Not only have I admired his strength as an operator, but also as a leader fostering culture at each of his organizations. It is such a joy to be working together again.”

Prior to joining Bojangles, Armario spent 20 years at McDonald’s serving most recently as the corporate executive vice president of Global Supply Chain, Sustainability, Development and Franchising, president Latin America and Canada, president and international relationship partner, Latin America, and president McDonald’s de Chile. Early in his career, Armario served in several positions for LensCrafters where he oversaw the strategic plan for entry into China, Mexico and the Middle East.

“This is an exciting time to join National Vision,” said Armario. “I have long admired Reade’s leadership and National Vision’s ability to impact people’s lives every day through providing affordable and accessible optical services. This resonates with my professional heritage of leading operations in a value-driven customer service segment. I look forward to bringing this expertise to the Board and being part of National Vision’s next chapter of success.”

Originally from Havana, Cuba, Armario was raised in Miami, Florida and earned his Associate of Arts degree in Business Administration from Miami-Dade Community College. He holds a Master of Science degree in Management from the University of Miami and a CEO Perspective Course completion from Northwestern University. He currently serves on the Boards of Bojangles, Golden State Foods and The Greg Olsen Foundation and is a member of the President’s Council of the University of Miami.

“With Jose’s appointment, we’ve added three new Board members in the past five months, and we’re excited by the collective expertise, diversity and range of perspectives our Board now includes,” said Board chair Randy Peeler. “As National Vision looks to deepen our commitments to corporate responsibility, we are especially excited to gain Jose’s recognized expertise in this area.”

About National Vision Holdings, Inc.

National Vision Holdings, Inc. (NASDAQ: EYE) is one of the largest optical retail companies in the United States with over 1,200 stores in 44 states plus the District of Columbia and Puerto Rico. With a mission of helping people by making quality eye care and eyewear more affordable and accessible, the company operates five retail brands: America’s Best Contacts & Eyeglasses, Eyeglass World, Vision Centers inside select Walmart stores, and Vista Optical inside select Fred Meyer stores and on select military bases, and several e-commerce websites, offering a variety of products and services for customers’ eye care needs. For more information, please visit www.nationalvision.com.

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