

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>GOODMAN MITCHELL</u> (Last) (First) (Middle) <u>C/O NATIONAL VISION HOLDINGS, INC.,</u> <u>2435 COMMERCE AVENUE, BLDG. 2200</u> (Street) <u>DULUTH</u> <u>GA</u> <u>30096-4980</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National Vision Holdings, Inc. [EYE]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>08/02/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP, GC and Secretary</u> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock	08/02/2018		S		8,640	D	\$38.2594 ⁽¹⁾	53,940	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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$4.27	08/02/2018		A		10,680 ⁽²⁾	(3) 03/13/2024	Common Stock	10,680	\$4.27	113,920	D	

Explanation of Responses:

1. This amount represents the secondary public offering price per share of common stock of National Vision Holdings, Inc., less the underwriting discount of \$1.4906 per share, in connection with the exercise of the underwriters' over-allotment option.
2. On March 13, 2014, the reporting person was granted stock options, subject to time-based and performance-based vesting. On August 2, 2018, a liquidity event with respect to such performance-based stock options occurred as a result of sales by the Issuer's sponsor stockholders and 10,680 stock options which had previously not been reported were deemed earned.
3. Of the 113,920 stock options reported herein, 85,440 are vested and the remaining 28,480 time-based stock options will vest on March 13, 2019. An additional 128,162 stock options which remain subject to liquidity-event performance-based vesting conditions are not included in the table above.

Remarks:

/s/ Jared Brandman, as Attorney-in-Fact 08/02/2018
** 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.
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.