
**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):

July 25, 2022 (July 19, 2022)

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 1.01 Entry into a Material Definitive Agreement.

On July 19, 2022, National Vision, Inc. (the “Subsidiary”), a Georgia corporation and a subsidiary of National Vision Holdings, Inc. (the “Company”), and Essilor of America, Inc., (“Essilor”), a Delaware corporation, entered into Amendment No. 1 (the “Amendment”) to the Letter Agreement dated November 12, 2018 by and between the Subsidiary and Essilor filed as Exhibit 10.36 to the Company’s Form 10-K filed on February 27, 2019 (the “Letter Agreement”).

The Amendment amends the Letter Agreement to, among other things, extend the initial term for three years from May 31, 2023 to May 31, 2026.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

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.

<u>Exhibit No.</u>	<u>Description</u>
10.1 *	First Amendment to the Direct Lens Letter Agreement, dated July 19, 2022, by and between Essilor of America, Inc. and National Vision, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Certain identified information has been excluded from the exhibit pursuant to Item 601(a)(6) and Item 601(b)(10)(iv) of Regulation S-K.

Signatures

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

Date: July 25, 2022

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

The use of the following notation in this Exhibit indicates that certain identified information has been excluded pursuant to Item 601(a)(6) and Item 601(b)(10)(iv) of Regulation S-K because it is (i) not material and (ii) the type of information that the registrant treats as private or confidential: [***]



FIRST AMENDMENT TO DIRECT LENS LETTER AGREEMENT

This First Amendment to the Direct Lens Letter Agreement (the "First Amendment"), dated effective as of July 19, 2022, is by and between Essilor of America, Inc., ("Essilor"), a Delaware corporation, and National Vision, Inc. ("NVI"), a Georgia corporation, and provides as follows:

WITNESSETH:

WHEREAS, Essilor and NVI are parties to that certain Direct Lens Agreement, executed effective November 12, 2018 (the "DL Letter Agreement"); and

WHEREAS, Essilor and NVI desire to further amend the DL Letter Agreement upon the terms and conditions set forth in this Amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained in this Amendment, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Defined Terms. All capitalized terms used but not defined in this First Amendment shall have the meaning assigned to them in the DL Letter Agreement.

2. Section 4 – Term and Termination

(a) Section 4(a) shall be amended to reflect an extension of the existing "Initial Term" until May 31, 2026.

3. Section 5 - Pricing

(a) Section 5 shall be amended to add the following sentence:

[***].

4. Miscellaneous.

(a) Except as specifically amended by this First Amendment, all provisions of the DL Letter Agreement remain in full force and effect, and the DL Letter Agreement, as amended by this First Amendment, will from and after the date hereof be read as a single integrated document incorporating the changes effected by this First Amendment.

(b) The DL Letter Agreement, as amended, is hereby ratified and confirmed by the parties hereto.

(c) If there is a conflict between the provisions of the DL Letter Agreement and the First Amendment, the provisions of this First Amendment will control.

(d) This First Amendment may be signed in counterparts, each of which will be considered an original, but all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have executed this First Amendment to the Direct Lens Agreement as of the date first written above.

ESSILOR OF AMERICA, INC.

By: /s/ Matt Tackman
Name: Matt Tackman
Title: Senior Vice President

NATIONAL VISION, INC.

By: /s/ Megan Molony
Name: Megan Molony
Title: Chief Merchandising and Managed Care Officer