

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

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

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

1. Name and Address of Reporting Person* <u>Clark Bill</u> (Last) (First) (Middle) C/O NATIONAL VISION HOLDINGS, INC. 2435 COMMERCE AVENUE, BLDG. 2200 (Street) DULUTH GA 30096-4980 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National Vision Holdings, Inc. [EYE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief People Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/02/2024		M		2,078	A	(1)	26,287	D	
Common Stock	03/02/2024		F		731 ⁽²⁾	D	\$23.54	25,556	D	
Common Stock	03/03/2024		M		6,350	A	(1)	31,906	D	
Common Stock	03/03/2024		F		1,985 ⁽²⁾	D	\$23.54	29,921	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	03/01/2024		A		10,090		(3)	(3)	Common Stock	10,090	\$0	17,079 ⁽⁴⁾	D	
Restricted Stock Units	(1)	03/02/2024		M		2,078		(5)	(5)	Common Stock	2,078	\$0	15,001	D	
Restricted Stock Units	(1)	03/03/2024		M		6,350		(6)	(6)	Common Stock	6,350	\$0	8,651	D	

Explanation of Responses:

- Restricted stock units convert into common stock on a one-for-one basis.
- Reflects payment of tax liability by withholding securities incident to vesting of restricted stock units.
- One-third of these restricted stock units will vest on each anniversary of the grant date, March 1, 2024.
- Total holdings have been adjusted to reflect an inadvertent error in prior Form 4s.
- On March 2, 2022, the reporting person was granted 6,234 restricted stock units, which vest in equal installments on each anniversary of the grant date.
- On March 3, 2023, the reporting person was granted 19,050 restricted stock units, which vest in equal installments on each anniversary of the grant date.

Remarks:

/s/ Jared Brandman, as Attorney-in-Fact

03/05/2024

** 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.