

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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 and Address of Reporting Person* <u>Rasmussen Melissa</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, Finance and Accounting</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/18/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	11/18/2022		M		2,744	A	\$0 <sup>(1)</sup>	10,147 <sup>(2)</sup>	D	
Common Stock	11/18/2022		F		826	D	<sup>(3)</sup>	9,321	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	<sup>(1)</sup>	11/18/2022		M			2,744	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	2,744	\$0	8,362	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of NVHI common stock.
- These shares include 283 shares that were acquired pursuant to the employee stock purchase plan, which acquisitions are exempt from Section 16.
- On November 18, 2022, 2,744 restricted stock units vested and 826 shares of the Company's common stock were withheld to satisfy tax withholding obligations. The closing price on November 18, 2022 of the Company's common stock on NASDAQ was \$40.02 per share.
- On November 18, 2019, the reporting person was granted 10,977 restricted stock units, which will vest in three installments, with 5,488 shares vesting on the second anniversary of the grant date, 2,744 shares vesting on the third anniversary of the grant date and 2,745 shares vesting on the fourth anniversary of the grant date.

**Remarks:**

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

11/22/2022

\*\* 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.

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