FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549	

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vvas	mington,	D.C.	20549	

OMB APPROVAL			
OMB Number:	3235-0287		
Estimated average burden			

0.5

Trust -2001

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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 5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) National Vision Holdings, Inc. [ EYE ] PEELER D RANDOLPH X Director 10% Owner 3. Date of Earliest Transaction (Month/Day/Year) Officer (give title Other (specify (First) (Middle) 05/10/2024 below) below) (Last) C/O BERKSHIRE PARTNERS LLC 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) 200 CLARENDON STREET, 35TH FLOOR Form filed by One Reporting Person Form filed by More than One Reporting Person 02116 BOSTON MA Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership Form: Direct (D) or Indirect 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 5. Amount of 7. Nature of Transaction Code (Instr. **Execution Date** Securities Beneficially Indirect (Month/Day/Year) if any Beneficial (Month/Day/Year) Owned Follor (I) (Instr. 4) Ownership (Instr. 4) Reported Transaction(s) (A) or (D) Code ν Price Amount (Instr. 3 and 4) The David Randolph Common Stock 05/10/2024 34,000 \$14.447(1) 182,880 Peeler

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Conversion 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Derivative Date **Execution Date** Transaction Expiration Date (Month/Day/Year) Amount of Derivative derivative Ownership of Indirect or Exercise Price of Code (Instr. Form: Direct (D) Security (Month/Day/Year) if any (Month/Day/Year) Derivative Securities Securities Beneficial 8) (Instr. 3) Underlying (Instr. 5) Beneficially Securities Ownership Derivative Acquired Derivative Owned or Indirect (Instr. 4) Security (A) or Disposed Security (Instr. 3 and 4) Following (I) (Instr. 4) Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Date Expiration Code ν (A) (D) Exercisable Title Shares

### **Explanation of Responses:**

Common Stock

1. Price represents the weighted average price. The shares were purchased pursuant to a single order in multiple transactions at prices ranging from \$14.38 to \$14.60. Upon request by the SEC staff, the issuer or a security holder of the issuer, the reporting person will provide full information regarding the number of shares purchased at each separate price.

## Remarks:

/s/ Jared Brandman as Attorney-in-Fact

05/14/2024

42,867

\*\* 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.