

OMB APPROVAL	
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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>VanDette Joseph</u>			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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <u>SVP, Chief Marketing Officer</u>		
(Last) (First) (Middle) <u>C/O NATIONAL VISION HOLDINGS, INC.</u> <u>2435 COMMERCE AVENUE, BLDG 2200</u>			3. Date of Earliest Transaction (Month/Day/Year) <u>04/11/2023</u>					
(Street) <u>DULUTH GA 30096</u>			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		
(City) (State) (Zip)			Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> 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

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	04/11/2023		M		1,156	A	\$0 ⁽¹⁾	1,156	D	
Common Stock	04/11/2023		F		410	D	\$0 ⁽²⁾	746	D	
Common Stock	04/11/2023		M		1,830	A	\$0 ⁽¹⁾	2,576	D	
Common Stock	04/11/2023		F		648	D	\$0 ⁽³⁾	1,928	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)	04/11/2023		M			1,156	(4)	(4)	Common Stock	1,156	\$0	25,697	D	
Restricted Stock Units	(1)	04/11/2023		M			1,830	(5)	(5)	Common Stock	1,830	\$0	23,867	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of NVHI common stock.
- On April 11, 2023, 1,156 restricted stock units vested and 410 shares of the Company's stock were withheld to satisfy tax withholding obligations. The closing price on April 11, 2023 of the Company's common stock on NASDAQ was \$20.30 per share.
- On April 11, 2023, 1,830 restricted stock units vested and 648 shares of the Company's stock were withheld to satisfy tax withholding obligations. The closing price on April 11, 2023 of the Company's common stock on NASDAQ was \$20.30 per share.
- On April 11, 2022, the reporting person was granted 2,312 restricted stock units, vesting in two equal installments beginning on the first anniversary of the grant date.
- On April 11, 2022, the reporting person was granted 5,491 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.

Remarks:

/s/ Jared Brandman, Attorney-in-Fact 04/13/2023

** 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.