

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>Acharya Ravi</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP, Chief Technology Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2023</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O NATIONAL VISION HOLDINGS, INC. 2435 COMMERCE AVENUE, BLDG. 2200			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	DULUTH GA 30096							
(City)	(State)	(Zip)						

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	01/04/2023		S ⁽¹⁾		832	D	\$40	832	D	
Common Stock	01/04/2023		M ⁽¹⁾		3,613	A	\$23.25	4,445	D	
Common Stock	01/04/2023		F ⁽¹⁾		3,051 ⁽²⁾	D	\$40	1,394	D	
Common Stock	01/04/2023		S ⁽¹⁾		562	D	\$40	832	D	
Common Stock	01/05/2023		M ⁽¹⁾		562	A	\$23.25	1,394	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
Stock Option (Right to Buy)	\$23.25	01/04/2023		M ⁽¹⁾			3,613	(3)	03/16/2030	Common Stock	3,613	\$0	2,650	D	
Stock Option (Right to Buy)	\$23.25	01/05/2023		M ⁽¹⁾			562	(4)	03/16/2030	Common Stock	562	\$0	2,088	D	

Explanation of Responses:

- All the transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan established by the reporting person on December 2, 2022.
- Represents shares sold to cover the exercise price and tax for 4,175 options exercised via a cashless hold. Of that total exercise, 3,613 options were exercised on January 4, 2023 and the remaining 562 options were exercised on January 5, 2023 and are reflected on this form.
- The 3,613 stock options are all fully vested from a grant of 6,263 time based stock options, which vest in three equal installments on March 16, 2021, March 16, 2022 and on March 16, 2023.
- The 562 stock options are all fully vested from a grant of 6,263 time based stock options, which vest in three equal installments on March 16, 2021, March 16, 2022 and on March 16, 2023.

Remarks:

/s/ Jared Brandman, as Attorney-in-Fact 01/06/2023

** 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.