
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event reported):

October 26, 2020

National Vision Holdings, Inc.

(Exact name of registrant as specified in its charter)

Commission file number 001-38257

Delaware

(State or other jurisdiction of
incorporation or organization)

46-4841717

(I.R.S. Employer
Identification No.)

2435 Commerce Ave.

Building 2200

Duluth, Georgia

(Address of principal executive offices)

30096

(Zip Code)

(770) 822-3600

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.42)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	EYE	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Appointment of Susan Johnson to Board of Directors

Effective October 26, 2020, the Board of Directors (the “Board”) of National Vision Holdings, Inc. (“National Vision” or the “Company”) increased the size of the Board by one director (to a total size of eight directors) and filled the vacancy created by such increase by appointing Susan Somersille Johnson, age 54, as a Class I director, effective October 26, 2020. Ms. Johnson will hold office until the date of the Company’s 2021 Annual Meeting of Stockholders and until her successor shall be elected and qualified or until her earlier death, resignation, retirement, disqualification or removal. Ms. Johnson will serve on the audit committee.

Ms. Johnson serves as the Chief Marketing Officer at Prudential Financial, Inc. Ms. Johnson previously served from 2014 to 2020 as Executive Vice President and Chief Marketing Officer of Truist Financial, the bank holding company formed in 2019 following the merger of Sun Trust Banks, Inc. and BB&T. Prior to that, Ms. Johnson served as the Vice President of Global Marketing at NCR Corp. from 2012 to 2014. From 2007 to 2012, Ms. Johnson served as the Global Head of Operator Marketing at Nokia and previously held leadership roles in a number of technology organizations, including Nuance Communications, Fujitsu and Apple. Ms. Johnson was selected to our Board because of her marketing and branding expertise, along with her executive experience in technology and financial services.

The Board has determined that Ms. Johnson qualifies as an independent director under the corporate governance standards of NASDAQ and the independence requirements of Rule 10A-3 of the Exchange Act. Ms. Johnson was not appointed to the Board pursuant to any arrangement or understanding with any other person. Ms. Johnson has no family relationships with any director or executive officer of the Company and there are no transactions in which Ms. Johnson has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Ms. Johnson will be entitled to the annual compensation paid to independent non-employee directors, consisting of a cash retainer of \$75,000 (prorated for 2020), payable quarterly in arrears, and \$100,000 paid in restricted stock pursuant to the National Vision Holdings, Inc. 2017 Omnibus Incentive Plan (the “Omnibus Incentive Plan”). In connection with her appointment to the Board on October 26, 2020, Ms. Johnson was granted a \$100,000 restricted stock award of the Company’s common stock pursuant to the Omnibus Incentive Plan, which will vest in three equal installments on each of the first, second and third anniversaries of the grant date, subject to continued service through the applicable vesting date.

The Company and Ms. Johnson will enter into the Company’s standard form of indemnification agreement for directors, a copy of which was previously filed as Exhibit 10.36 to Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-220719) and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

A copy of the press release issued by the Company announcing the appointment of Ms. Johnson described in Item 5.02 is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information included in this Current Report on Form 8-K is being furnished under Item 7.01, “Regulation FD Disclosure” of Form 8-K. As such, the information herein shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

See the Exhibit Index immediately preceding the signature page hereto, which is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	National Vision Holdings, Inc. Press Release dated October 26, 2020
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by the undersigned hereunto duly authorized.

National Vision Holdings, Inc.

Date: October 26, 2020

By: /s/ Jared Brandman
Name: Jared Brandman
Title: Senior Vice President, General Counsel and Secretary

**National Vision Appoints Susan Somersille Johnson to Board of Directors**

Addition Brings World-class Marketing Expertise to Board and Establishes Gender Balance Among Members

Duluth, Ga. (Oct. 26, 2020) – National Vision Holdings, Inc. (NASDAQ: EYE), one of the nation’s largest optical retailers providing quality, affordable eye care and eyewear, today announced the appointment of Susan Somersille Johnson, chief marketing officer (CMO) at Prudential Financial, Inc., to its Board of Directors, effective today. Johnson will serve on the Board’s Audit Committee. With Johnson’s addition, National Vision’s Board now consists of eight Directors, evenly divided between female and male members, which highlights the Board’s ongoing commitment to diversity.

“We are pleased to welcome Susan to our Board and greatly appreciate her willingness to serve,” said Reade Fahs, CEO at National Vision. “Susan is a highly-skilled marketing and branding professional, who brings strategic business insights – marketing analytics, customer experience, and mission orientation – to our Board. Her knowledge and deep expertise in technology and financial services will be tremendously valuable as we continue to execute our growth strategy and fulfill our mission of helping people by making quality eye care and eyewear more affordable and accessible.”

As an award-winning CMO, Johnson’s career spans more than 25 years. She recently joined Prudential where she oversees all marketing functions and brand strategy. Previously, Johnson was corporate executive vice president and chief marketing officer of Truist Financial, the bank holding company formed in 2019 following the merger of SunTrust Bank and BB&T. While at Truist, Johnson led the post-merger enterprise rebranding for the new organization, which had over \$504 billion in assets.

Johnson began her career as an engineer at Apple before taking on a series of high-profile global marketing leadership roles at organizations including NCR Corporation and Nokia.

“National Vision is changing lives,” Johnson said. “I am thrilled to join the Board of Directors of this exceptional organization as they advance their social mission of helping low-income people who would not otherwise be able to get critical eye health services. And, I look forward to supporting the diverse team of associates and optometrists that provide affordable and accessible eye care and eyewear to customers and patients across the United States.”

As a highly-respected leader, Johnson was included in the Top 50 Most Powerful Women in Corporate America by Black Enterprise magazine for two consecutive years and named Marketer of the Year by Target Marketing Magazine in 2018. She holds a bachelor’s degree in engineering sciences from Harvard University and Masters in Business Administration in finance from the Wharton School of the University of Pennsylvania. Johnson currently also serves on the Board of Constellation Brands, an international beverage company.

“We have been hoping for more than a year to be fortunate enough to have Susan join our Board and are so happy the timing was now right for both her and National Vision,” said Board chairman D. Randolph Peeler. “Susan is the second woman to join our Board this year, and now four of our eight members are women. We are proud to have such an accomplished and diverse Board, particularly given that only 5 percent of midcap public companies have 50 percent or more female representation on their Boards.”

About National Vision Holdings, Inc.

National Vision Holdings, Inc. (NASDAQ: EYE) is one of the largest optical retail companies in the United States with over 1,200 stores in 44 states plus the District of Columbia and Puerto Rico. With a mission of helping people by making quality eye care and eyewear more affordable and accessible, the company operates five retail brands: America's Best Contacts & Eyeglasses, Eyeglass World, Vision Centers inside select Walmart stores, and Vista Optical inside select Fred Meyer stores and on select military bases, and several e-commerce websites, offering a variety of products and services for customers' eye care needs. For more information, please visit www.nationalvision.com.

Media Contact:

Kristina Gross

Kristina.gross@nationalvision.com

(470) 448-2355

Investor Relations Contact:

David Mann, CFA

David.mann@nationalvision.com

(470) 448-2448