

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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, Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2021</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 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	05/18/2021		M		2,293	A	\$31.73	2,651	D	
Common Stock	05/18/2021		S		2,293	D	\$50.3 ⁽¹⁾	358	D	
Common Stock	05/18/2021		M		974	A	\$34.82	1,332	D	
Common Stock	05/18/2021		S		974	D	\$50.37 ⁽²⁾	358	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)	\$31.73	05/18/2021		M			2,293	(3)	07/29/2029	Common Stock	2,293	\$0	4,586	D	
Stock Option (Right to Buy)	\$34.82	05/18/2021		M			974	(4)	02/28/2030	Common Stock	974	\$0	1,948	D	

Explanation of Responses:

- Price represents the weighted average sales price. The shares were sold pursuant to a single order in multiple transactions as prices ranging from \$50.26 to \$50.35. 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 sold at each separate price.
- Price represents the weighted average sales price. The shares were sold pursuant to a single order in multiple transactions as prices ranging from \$50.31 to \$50.37. 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 sold at each separate price.
- On July 29, 2019, reporting person was granted 6,879 stock options. 2,293 stock options vested on July 29, 2020. Of the remaining 4,586 stock options, 50% will vest on July 29, 2021 and 50% will vest on July 29, 2022.
- On February 28, 2020, reporting person was granted 2,922 stock options. 974 stock options vested on February 28, 2021. Of the remaining 1,948 stock options, 50% will vest on February 28, 2022 and 50% will vest on February 28, 2023.

Remarks:

/s/ Jared Brandman, as Attorney-in-Fact 05/19/2021
 ** 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.