

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>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>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2023		M		320	A	\$0 <sup>(1)</sup>	12,552	D	
Common Stock	03/03/2023		F		114	D	<sup>(2)</sup>	12,438	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	<sup>(1)</sup>	03/03/2023		M			320	<sup>(3)</sup>	<sup>(3)</sup>	Common Stock	320	\$0	6,128	D	
Restricted Stock Units	<sup>(1)</sup>	03/03/2023		A		19,611		<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	19,611	\$0	25,739	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of NVHI common stock.
- On March 3, 2023, 320 restricted stock units vested and 114 shares of the Company's common stock were withheld to satisfy tax withholding obligations. The closing price on March 3, 2023 of the Company's common stock on NASDAQ was \$22.31 per share.
- On March 5, 2021, the reporting person was granted 959 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.
- The restricted stock units will vest in three equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

/s/ Jared Brandman, as  
Attorney-in-Fact

03/07/2023

\*\* 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.

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