

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>Vaught John</u> (Last) (First) (Middle) <u>C/O NATIONAL VISION HOLDINGS, INC.</u> <u>2435 COMMERCE AVENUE, BLDG. 2200</u> (Street) <u>DULUTH GA 30096-4980</u> (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 Information Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/12/2019</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

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	08/13/2019		M		31,049	A	\$4.27	31,049	D	
Common Stock	08/13/2019		S		31,049	D	\$30.141 ⁽¹⁾	0	D	
Common Stock	08/13/2019		M		4,137	A	\$7.25	4,137	D	
Common Stock	08/13/2019		S		4,137	D	\$30.126 ⁽²⁾	0	D	
Common Stock	08/13/2019		M		13,425	A	\$8.23	13,425	D	
Common Stock	08/13/2019		S		13,425	D	\$30.035 ⁽³⁾	0	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					
Stock Option (Right to Buy)	\$4.27	08/12/2019		A ⁽⁴⁾		17,623		(5)	03/13/2024	Common Stock	17,623	31,049	D	
Stock Option (Right to Buy)	\$4.27	08/13/2019		M		31,049		(5)	03/13/2024	Common Stock	31,049	0	D	
Stock Option (Right to Buy)	\$7.25	08/13/2019		M		4,137		(5)	03/13/2024	Common Stock	4,137	0	D	
Stock Option (Right to Buy)	\$8.23	08/13/2019		M		13,425		(5)	03/13/2024	Common Stock	13,425	1	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 \$30.00 to \$30.85. 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 \$30.00 to \$30.66. 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 \$30.00 to \$30.73. 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 March 13, 2014, the reporting person was granted stock options, subject to time-based and performance-based vesting. On August 12, 2019, the final liquidity event with respect to such performance-based stock options occurred as a result of sales by the Issuer's sponsor stockholder and 17,623 stock options which had previously not been reported were deemed earned.
- All of these stock options are vested.

Remarks:

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

08/14/2019

** 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.