

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>Clark Bill</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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>SVP, Chief People Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2023</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		
<u>C/O NATIONAL VISION HOLDINGS, INC. 2435 COMMERCE AVENUE, BLDG. 2200</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>DULUTH GA 30096-4980</u>		Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.					
(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			
<u>Common Stock</u>	<u>11/18/2023</u>		<u>M</u>		<u>2,745</u>	<u>A</u>	<u>\$0⁽¹⁾</u>	<u>25,036</u>	<u>D</u>	
<u>Common Stock</u>	<u>11/18/2023</u>		<u>F</u>		<u>827</u>	<u>D</u>	<u>(2)</u>	<u>24,209</u>	<u>D</u>	

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						Amount or Number of Shares
<u>Restricted Stock Units</u>	<u>(1)</u>	<u>11/18/2023</u>		<u>M</u>		<u>2,745</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>2,745</u>	<u>\$0</u>	<u>8,278</u>	<u>D</u>	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of NVHI common stock.
- On November 18, 2023, 2,745 restricted stock units vested and 827 shares of the Company's common stock were withheld to satisfy tax withholding obligations. The closing price on November 17, 2023 (as November 18, 2023 fell on a weekend) of the Company's common stock on NASDAQ was \$19.33 per share.
- On November 18, 2019, the reporting person was granted 10,977 restricted stock units, which will vest in three installments, with 5,488 shares vesting on the second anniversary of the grant date, 2,744 shares vesting on the third anniversary of the grant date and 2,745 shares vesting on the fourth anniversary of the grant date.

Remarks:

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

11/22/2022

** 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.