
**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):

January 22, 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 1.01 Entry into a Material Definitive Agreement

National Vision, Inc. (“NVI”), a wholly-owned subsidiary of National Vision Holdings, Inc. (the “Company”), entered into Amendment 3 to the Management & Services Agreement (the “Amendment”) with Walmart, Inc. (“Walmart”), which will be effective as of January 23, 2020. The Amendment updates the terms of the Management & Services Agreement (the “MSA”) between Walmart and NVI, dated as of May 1, 2012, as amended, to (1) add five additional vision centers located in Georgia to the MSA at a mutually agreeable “go-live date” for each new center and (2) extend the current term of the MSA by six months, to February 23, 2021, and provide that the MSA will automatically renew for an additional three year term unless, no later than July 23, 2020, one party gives the other party written notice of non-renewal. All other terms and conditions of the MSA remain in effect. As a result of the Amendment, the Company will now be managing 231 vision centers within Walmart stores pursuant to the MSA.

A copy of the Amendment is filed herewith as Exhibit 10.1 and incorporated herein by reference. The above description of the Amendment is qualified in its entirety by reference to such exhibit.

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>
10.1	Amendment 3 to the Management and Services Agreement between Walmart, Inc. and National Vision, Inc. effective as of January 23, 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: January 22, 2020

By: /s/ Jared Brandman

Name: Jared Brandman

Title: Senior Vice President, General Counsel and Secretary

AMENDMENT 3 TO THE MANAGEMENT & SERVICES AGREEMENT BETWEEN WALMART, INC. AND NATIONAL VISION, INC.

This Amendment 3 to the MANAGEMENT & SERVICES AGREEMENT, dated as of May 1, 2012, as amended (the “Agreement”), between Walmart, Inc. (f/k/a Wal-Mart Stores, Inc.) (“Walmart”) and National Vision, Inc. (“Manager”) is effective as of January 23, 2020. All capitalized terms used but not defined in this amendment have the meaning given those terms in the Agreement.

Based upon the terms and conditions of the Agreement and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged. Walmart and Manager agree to the following:

1. Changes to Section VIII. Duration, Termination, and Default. Section VIII. Duration, Termination, and Default subsection A. Duration 1. is hereby deleted in its entirety and replaced with the paragraph below
 “This Agreement begins on the Effective Date and continues until February 23, 2021, unless sooner terminated or extended in accordance with the terms of this Agreement. This Agreement will automatically renew for an additional three (3) year term unless, no later than July 23, 2020, one Party gives the other Party written notice of non-renewal. The initial term and any renewal term of this Agreement are referred collectively as the “**Term**.”
2. Addition of Centers / Amendment to Schedule A. Schedule A to the Agreement is hereby amended by adding the Centers listed on Schedule A hereto (the “New Centers”). The parties agree to cooperate with each other to complete all actions necessary to transition and set a mutually agreeable “go-live date” for each of the New Centers being added to the Agreement.

IN WITNESS WHEREOF, the undersigned parties do hereby agree to make the above modifications to the Agreement. These modifications are valid as if they were included in the original Agreement.

National Vision, Inc.
 By: /s/ Reade Fahs
 Name: Reade Fahs
 Title: Chief Executive Officer
 Date: January 22, 2020

Walmart, Inc.
 By: /s/ Mony Iyer
 Name: Mony Iyer
 Title: Vice President, Optical Lead, Walmart Health & Wellness
 Date: January 22, 2020

SCHEDULE A
List of Centers and Minimum Hours of Operation

Store #	City	State	Sun	Mon	Tue	Wed	Thu	Fri	Sat
459	Covington	GA	--	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm
1076	Macon	GA	--	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm
3388	Lawrenceville (S)	GA	--	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm
7185	Coal Mountain	GA	--	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm
7194	Adel	GA	--	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm	9am-7pm