

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>PEELER D RANDOLPH</u> (Last) (First) (Middle) <u>C/O BERKSHIRE PARTNERS LLC</u> <u>200 CLARENDON STREET, 35TH FLOOR</u> (Street) <u>BOSTON MA 02116</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) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/30/2018</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	07/30/2018		S		2,633,406 ⁽¹⁾	D	\$38.2594	4,810,454	I	By Berkshire Fund VI, Limited Partnership ⁽²⁾
Common Stock	07/30/2018		S		34,215 ⁽¹⁾	D	\$38.2594	62,499	I	By Berkshire Investors LLC ⁽³⁾
Common Stock	07/30/2018		S		13,936 ⁽¹⁾	D	\$38.2594	25,458	I	By Berkshire Investors III LLC ⁽⁴⁾

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					

Explanation of Responses:

- In connection with the secondary offering (the "Secondary Offering") of common stock, par value \$0.01 per share (the "Common Stock") of the Issuer by certain selling shareholders to Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, Jefferies LLC, KKR Capital Markets LLC, Morgan Stanley & Co. LLC, UBS Securities LLC, Wells Fargo Securities, LLC, Barclays Capital Inc., Guggenheim Securities, LLC, Mizuho Securities USA LLC and Macquarie Capital (USA) Inc. pursuant to an underwriting agreement and final prospectus supplement, each dated July 25, 2018, Fund VI (as defined below), Berkshire Investors (as defined below) and Berkshire Investors III (as defined below), as selling shareholders, sold 2,633,406, 34,215 and 13,936 shares of Common Stock, respectively, at \$38.2594 per share. The Secondary Offering closed on July 30, 2018.
- Represents shares held by Berkshire Fund VI, Limited Partnership ("Fund VI"). Sixth Berkshire Associates LLC ("6BA") is the general partner of Fund VI, and Berkshire Partners LLC ("Berkshire Partners") is the investment adviser to Fund VI. Berkshire Partners Holdings LLC ("BPH") is the general partner of BPSP, L.P. ("BPSP"), which is the managing member of Berkshire Partners. The Reporting Person was previously a managing member of each of BPH, BPSP, Berkshire Partners and 6BA. By virtue of the relationships described above, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of Common Stock held by Fund VI. The Reporting Person disclaims beneficial ownership of the shares held by Fund VI, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- Represents shares held by Berkshire Investors LLC ("Berkshire Investors"). The Reporting Person was previously a managing member of Berkshire Investors. By virtue of the relationships described above, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of Common Stock held by Berkshire Investors. The Reporting Person disclaims beneficial ownership of the shares held by Berkshire Investors, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.
- Represents shares held by Berkshire Investors III LLC ("Berkshire Investors III"). The Reporting Person was previously a managing member of Berkshire Investors III. By virtue of the relationships described above, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of Common Stock held by Berkshire Investors III. The Reporting Person disclaims beneficial ownership of the shares held by Berkshire Investors III, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purpose.

/s/ D. Randolph Peeler 08/01/2018
 ** 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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