

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Berkshire Partners Holdings LLC</u> (Last) (First) (Middle) 200 CLARENDON STREET 35TH FLOOR (Street) BOSTON MA 02116 (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2018	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/19/2018		S		1,844,230 ⁽¹⁾	D	\$31.68	8,144,668	I	By Berkshire Fund VI, Limited Partnership ⁽²⁾⁽³⁾
Common Stock	03/19/2018		S		23,961 ⁽¹⁾	D	\$31.68	105,819	D ⁽³⁾⁽⁴⁾	
Common Stock	03/19/2018		S		9,760 ⁽¹⁾	D	\$31.68	43,103	D ⁽³⁾⁽⁵⁾	

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)		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)					

1. Name and Address of Reporting Person*
Berkshire Partners Holdings LLC
 (Last) (First) (Middle)
 200 CLARENDON STREET
 35TH FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Sixth Berkshire Associates LLC
 (Last) (First) (Middle)
 200 CLARENDON STREET, 35TH FLOOR
 (Street)
 BOSTON MA 02116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

BERKSHIRE FUND VI, LTD PARTNERSHIP

(Last) (First) (Middle)

200 CLARENDON STREET
35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BPSP, L.P.

(Last) (First) (Middle)

200 CLARENDON STREET
35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Berkshire Partners LLC

(Last) (First) (Middle)

200 CLARENDON STREET
35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

BERKSHIRE INVESTORS LLC

(Last) (First) (Middle)

200 CLARENDON STREET
3TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Berkshire Investors III LLC

(Last) (First) (Middle)

200 CLARENDON STREET
35TH FLOOR

(Street)
BOSTON MA 02116

(City) (State) (Zip)

Explanation of Responses:

1. 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 and KKR Capital Markets LLC pursuant to an underwriting agreement and final prospectus, each dated March 14, 2018, Fund VI (as defined below), Berkshire Investors (as defined below) and Berkshire Investors III (as defined below), as selling shareholders, sold 1,844,230; 23,961 and 9,760 shares of Common Stock, respectively, at \$31.68 per share. The Secondary Offering closed on March 19, 2018.

2. 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. As a result, each of BPH, BPSP, Berkshire Partners and 6BA may be deemed to indirectly beneficially own the shares held by Fund VI. Each of the Reporting Persons 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.

3. BPH, BPSP, Berkshire Partners, Fund VI, 6BA, Berkshire Investors LLC ("Berkshire Investors") and Berkshire Investors III LLC ("Berkshire Investors III") may be deemed to constitute a "group" for purposes of Section 13(d) of the Exchange Act although they do not admit to being part of a group nor have they agreed to act as part of a group.

4. Represents shares held by Berkshire Investors.

5. Represents shares held by Berkshire Investors III.

<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of</u> <u>Berkshire Partners Holdings</u> <u>LLC</u>	<u>03/21/2018</u>
<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of Sixth</u> <u>Berkshire Associates LLC</u>	<u>03/21/2018</u>
<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of Sixth</u> <u>Berkshire Associates LLC, the</u> <u>general partner of Berkshire</u> <u>Fund VI, Limited Partnership.</u>	<u>03/21/2018</u>
<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of</u> <u>Berkshire Partners Holdings</u> <u>LLC, the general partner of</u> <u>BPSP, L.P.</u>	<u>03/21/2018</u>
<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of</u> <u>Berkshire Partners Holdings</u> <u>LLC, the general partner of</u> <u>BPSP, L.P., the managing</u> <u>member of Berkshire Partners</u> <u>LLC</u>	<u>03/21/2018</u>
<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of</u> <u>Berkshire Investors LLC</u>	<u>03/21/2018</u>
<u>/s/ Kenneth S. Bring,</u> <u>Managing Director of</u> <u>Berkshire Investors III LLC</u>	<u>03/21/2018</u>

** 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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