

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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>Moore Patrick R.</u>  (Last) (First) (Middle) C/O NATIONAL VISION HOLDINGS, INC., 2435 COMMERCE AVENUE, BLDG. 2200  (Street) DULUTH GA 30096-4980  (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 Officer (give title below) Other (specify below) X Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

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.

**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	03/02/2024		M		3,062	A	(1)	51,854	D	
Common Stock	03/02/2024		F		1,018 <sup>(2)</sup>	D	\$23.54	50,836	D	
Common Stock	03/03/2024		M		11,206	A	(1)	62,042	D	
Common Stock	03/03/2024		F		3,341 <sup>(2)</sup>	D	\$23.54	58,701	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	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/01/2024		A		21,241		(3)	(3)	Common Stock	21,241	\$0	39,504 <sup>(4)</sup>	D	
Restricted Stock Units	(1)	03/02/2024		M		3,062		(5)	(5)	Common Stock	3,062	\$0	36,442	D	
Restricted Stock Units	(1)	03/03/2024		M		11,206		(6)	(6)	Common Stock	11,206	\$0	25,236	D	

**Explanation of Responses:**

- Restricted stock units convert into common stock on a one-for-one basis.
- Reflects payment of tax liability by withholding securities incident to vesting of restricted stock.
- One-third of these restricted stock units will vest on each anniversary of the grant date, March 1, 2024.
- Total holdings have been adjusted to reflect an inadvertent error in prior Form 4s.
- On March 2, 2022, the reporting person was granted 9,187 restricted stock units, which vest in three equal installments on each anniversary of the grant date.
- On March 3, 2023, the reporting person was granted 33,618 restricted stock units, which vest in three equal installments on each anniversary of the grant date.

**Remarks:**

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

03/05/2024

\*\* 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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