

**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>KKR Fund Holdings L.P.</u>  (Last) (First) (Middle) <u>C/O KOHLBERG KRAVIS ROBERTS &amp; CO. L.P.</u> <u>9 WEST 57TH STREET, SUITE 4200</u>  (Street) <u>NEW YORK NY 10019</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/19/2018</u>	
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		9,632,145	D	\$31.68 <sup>(1)</sup>	33,843,317	I	See Footnotes <sup>(2)(3)(4)</sup>

**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\*  
KKR Fund Holdings L.P.  
 (Last) (First) (Middle)  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KKR Fund Holdings GP Ltd  
 (Last) (First) (Middle)  
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200  
 (Street)  
NEW YORK NY 10019  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
KKR Group Holdings L.P.  
 (Last) (First) (Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[KKR Group Ltd](#)

(Last)

(First)

(Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[KKR & Co. L.P.](#)

(Last)

(First)

(Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[KKR Management LLC](#)

(Last)

(First)

(Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[KRAVIS HENRY R](#)

(Last)

(First)

(Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
9 WEST 57TH STREET, SUITE 4200

(Street)

NEW YORK NY 10019

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[ROBERTS GEORGE R](#)

(Last)

(First)

(Middle)

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.  
2800 SAND HILL ROAD, SUITE 200

(Street)

MENLO PARK CA 94025

(City)

(State)

(Zip)

**Explanation of Responses:**

1. This amount represents the secondary public offering price per share of common stock of National Vision Holdings, Inc., less the underwriting discount of \$1.32 per share.

2. These securities of National Vision Holdings, Inc. are held by KKR Vision Aggregator L.P. The general partner of KKR Vision Aggregator L.P. is KKR Vision Aggregator GP LLC. The sole member of KKR Vision Aggregator GP LLC is KKR North America Fund XI L.P. The general partner of KKR North America Fund XI L.P. is KKR Associates North America XI L.P. The general partner of KKR Associates North America XI L.P. is KKR North America XI Limited. The sole shareholder of KKR North America XI Limited is KKR Fund Holdings L.P.

3. KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings L.P. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR & Co. L.P. is the sole shareholder of KKR Group Limited. KKR Management LLC is the general partner of KKR & Co. L.P. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.

4. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

**Remarks:**

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4.

<a href="#"><u>KKR FUND HOLDINGS L.P.</u></a> <a href="#"><u>By: KKR Group Holdings L.P.,</u></a> <a href="#"><u>a general partner, By: KKR</u></a> <a href="#"><u>Group Limited, its general</u></a> <a href="#"><u>partner By: /s/ Terence P.</u></a> <a href="#"><u>Gallagher Name: Terence P.</u></a> <a href="#"><u>Gallagher Title: Attorney-in-</u></a> <a href="#"><u>fact for William J. Janetschek,</u></a> <a href="#"><u>Director</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>KKR FUND HOLDINGS GP</u></a> <a href="#"><u>LIMITED By: /s/ Terence P.</u></a> <a href="#"><u>Gallagher Name: Terence P.</u></a> <a href="#"><u>Gallagher Title: Attorney-in-</u></a> <a href="#"><u>fact for William J. Janetschek,</u></a> <a href="#"><u>Director</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>KKR GROUP HOLDINGS</u></a> <a href="#"><u>L.P. By: KKR Group Limited,</u></a> <a href="#"><u>its general partner By: /s/</u></a> <a href="#"><u>Terence P. Gallagher Name:</u></a> <a href="#"><u>Terence P. Gallagher Title:</u></a> <a href="#"><u>Attorney-in-fact for William J.</u></a> <a href="#"><u>Janetschek, Director</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>KKR GROUP LIMITED By:</u></a> <a href="#"><u>/s/ Terence P. Gallagher Name:</u></a> <a href="#"><u>Terence P. Gallagher Title:</u></a> <a href="#"><u>Attorney-in-fact for William J.</u></a> <a href="#"><u>Janetschek, Director</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>KKR &amp; CO. L.P. By: KKR</u></a> <a href="#"><u>Management LLC, its general</u></a> <a href="#"><u>partner By: /s/ Terence P.</u></a> <a href="#"><u>Gallagher Name: Terence P.</u></a> <a href="#"><u>Gallagher Title: Attorney-in-</u></a> <a href="#"><u>fact for William J. Janetschek,</u></a> <a href="#"><u>Chief Financial Officer</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>KKR MANAGEMENT LLC</u></a> <a href="#"><u>By: /s/ Terence P. Gallagher</u></a> <a href="#"><u>Name: Terence P. Gallagher</u></a> <a href="#"><u>Title: Attorney-in-fact for</u></a> <a href="#"><u>William J. Janetschek, Chief</u></a> <a href="#"><u>Financial Officer</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>HENRY R. KRAVIS By: /s/</u></a> <a href="#"><u>Terence P. Gallagher Name:</u></a> <a href="#"><u>Terence P. Gallagher Title:</u></a> <a href="#"><u>Attorney-in-fact</u></a>	<a href="#"><u>03/21/2018</u></a>
<a href="#"><u>GEORGE R. ROBERTS By:</u></a> <a href="#"><u>/s/ Terence P. Gallagher Name:</u></a> <a href="#"><u>Terence P. Gallagher Title:</u></a> <a href="#"><u>Attorney-in-fact</u></a>	<a href="#"><u>03/21/2018</u></a>
<b>** Signature of Reporting Person</b>	<b>Date</b>

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.**