

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>GOODMAN MITCHELL</u> (Last) (First) (Middle) <u>C/O NATIONAL VISION HOLDINGS, INC.,</u> <u>2435 COMMERCE AVENUE, BLDG. 2200</u> (Street) <u>DULUTH GA 30096-4980</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/25/2017	3. Issuer Name and Ticker or Trading Symbol <u>National Vision Holdings, Inc. [EYE]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><u>SVP, GC and Secretary</u></p>	5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	101,715	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Stock Option (Right to Buy)</u>	(1)	03/13/2024	<u>Common Stock</u>	85,440	4.27	D	
<u>Stock Option (Right to Buy)</u>	(2)	03/13/2024	<u>Common Stock</u>	28,480	7.25	D	
<u>Stock Option (Right to Buy)</u>	(3)	03/13/2024	<u>Common Stock</u>	28,480	8.23	D	

Explanation of Responses:

1. Of these 85,440 stock options, 28,480 are vested and the remaining 56,960 stock options will vest in two equal annual installments on March 13, 2018 and 2019. An additional 213,602 stock options which remain subject to liquidity-event performance-based vesting conditions are not included in the table above.

2. These stock options are fully vested.

3. These stock options are fully vested.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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

10/25/2017

** 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 5 (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.

Power of Attorney

Know all by these presents that the undersigned does hereby make, constitute and appoint each of Jared Brandman and Ronnie Brown, or any one of them, as a true and lawful attorney-in-fact and agent of the undersigned, with full powers of substitution and revocation, for and in the name, place and stead of the undersigned (in the undersigned's individual capacity), to execute and deliver such forms that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of National Vision Holdings, Inc. (i) pursuant to Section 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation, statements on Form 3, Form 4 and Form 5 (including any amendments thereto), and (ii) in connection with any applications for EDGAR access codes or any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the Securities and Exchange Commission, including without limitation an Update Passphrase request. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with regard to the undersigned's ownership of or transactions in securities of National Vision Holdings, Inc., unless earlier revoked in writing. The undersigned acknowledges that Jared Brandman and Ronnie Brown are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

By: /s/ Mitchell Goodman
Mitchell Goodman

Date: October 3, 2017
