

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

August 1, 2024

**National Vision Holdings, Inc.**

(Exact name of registrant as specified in its charter)

**001-38257**

(Commission file number)

**Delaware**

(State or other jurisdiction of  
incorporation)

**46-4841717**

(IRS Employer  
Identification No.)

**2435 Commerce Ave.**

**Building 2200**

**Duluth, Georgia**

(Address of principal executive offices)

**30096**

(Zip Code)

**(770) 822-3600**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	EYE	Nasdaq

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective August 1, 2024, the Board of Directors (the “Board”) of National Vision Holdings, Inc. (“National Vision” or the “Company”) increased the size of the Board by one director (to a total size of nine directors) and filled the vacancy created by such increase by appointing Caitlin Zulla as a director. Ms. Zulla will hold office until the date of the Company’s 2025 Annual Meeting of Stockholders and until her successor shall be elected and qualified, or until her earlier death, resignation, retirement, disqualification or removal. Ms. Zulla will serve on the Compensation Committee.

Caitlin Zulla, age 46, has served as the Chief Executive Officer of Optum Health East, a subsidiary of the UnitedHealth Group, since March 2023. From December 2019 to March 2023, Ms. Zulla was the Chief Executive Officer of SCA Health, a specialist alignment organization and leader in the ambulatory surgery center industry, where she also served as Chief Financial Officer & Chief Administrative Officer from January 2018 to December 2019, Chief Administrative Officer from February 2017 to December 2017 and Senior Vice President, Revenue Cycle Operations from September 2015 to February 2017. Ms. Zulla holds a Bachelor of Arts from Princeton University, a Master of Public Health and Health Management from Columbia University and a Master of Healthcare Delivery Science from Dartmouth College.

The Board has determined that Ms. Zulla qualifies as an independent director under the corporate governance standards of NASDAQ and the independence requirements of Rule 10A-3 of the Exchange Act. Ms. Zulla was not appointed to the Board pursuant to any arrangement or understanding with any other person. Ms. Zulla has no family relationships with any director or executive officer of the Company, and there are no transactions in which Ms. Zulla has an interest requiring disclosure under Item 404(a) of Regulation S-K. Ms. Zulla will be entitled to the annual compensation paid to independent non-employee directors, consisting of an \$80,000 cash retainer, payable quarterly in arrears, and a \$170,000 restricted stock unit award pursuant to the National Vision Holdings, Inc. Amended and Restated 2017 Omnibus Incentive Plan. The Company and Ms. Zulla will enter into the Company’s standard form of indemnification agreement for directors, a copy of which was previously filed as Exhibit 10.36 to Amendment No. 2 to the Company’s Registration Statement on Form S-1 (File No. 333-220719) and is incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure**

A copy of the press release issued by the Company announcing the appointment of Ms. Zulla, as described in Item 5.02, is furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information included in Item 7.01 to this Current Report on Form 8-K is being furnished by the Company and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into any of National Vision’s filings with the SEC under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	National Vision Holdings, Inc. Press Release dated August 1, 2024

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## Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 1, 2024

National Vision Holdings, Inc.  
By: /s/ Jared Brandman  
Name: Jared Brandman  
Title: Senior Vice President, General Counsel and Secretary



## National Vision Appoints Caitlin Zulla to Board of Directors

*Adds Healthcare and Financial Expertise to Board*



**DULUTH, Ga. (Aug. 1, 2024)** – National Vision Holdings, Inc. (NASDAQ: EYE), one of the nation's largest optical retailers providing quality, affordable eye care and eyewear, announced today the appointment of Caitlin Zulla to its Board of Directors, effective immediately. Zulla will serve on the Board's Compensation Committee.

Zulla brings an extensive healthcare background, with expertise in primary care and specialty care services. She currently serves as Chief Executive Officer of Optum Health East, part of UnitedHealth Group, where she is responsible for healthcare delivery for over 5.4 million patients across 10 states, leading more than 15,000 team members. Previously, Zulla held several executive positions at SCA Health, a specialist alignment organization and leader in the ambulatory surgery center industry, including Chief Executive Officer, Chief Financial Officer and Chief Administrative Officer. Zulla holds a Bachelor of Arts from Princeton University, a Master of Public Health and Health Management from Columbia University and a Master of Healthcare Delivery Science from Dartmouth College.

"Caitlin has tremendous expertise across the healthcare value chain as well as a strong finance background that will be immediately additive to the National Vision Board," said Randy Peeler, Chairman of National Vision's Board of Directors. "Continuous refreshment is a core responsibility for our Board to support the Company's long-term goals and sustainable value creation."

Zulla said, "High quality and affordable healthcare, including vision care, is essential to our communities. National Vision plays a critical role in enabling millions of people to receive their much-needed eye care and eyewear. I am excited to leverage my background and join the Board to help oversee National Vision's continued growth."

Reade Fahs, Chief Executive Officer of National Vision, said, "Caitlin brings unique perspective at the intersection of patient care, physician partnerships and executive leadership. She has a keen understanding of our business and the customers and patients we serve and brings direct experience in advancing and promoting value-based care. I am looking forward to benefitting from her skillset as we continue to execute on our strategic initiatives."

**About National Vision Holdings, Inc.**

National Vision Holdings, Inc. (NASDAQ: EYE) is one of the largest optical retail companies in the United States with over 1,200 stores in 38 states and Puerto Rico. With a mission of helping people by making quality eye care and eyewear more affordable and accessible, the company operates four retail brands: **America's Best**, **Eyeglass World**, and Vista Optical's inside **select Fred Meyer stores** and on **select military bases**, and an e-commerce website **DiscountContacts.com**, offering a variety of products and services for customers' eye care needs. For more information, please visit [www.nationalvision.com](http://www.nationalvision.com).

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