

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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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>Berkshire Partners Holdings LLC</u> <hr/> (Last) (First) (Middle) 200 CLARENDON STREET, 35TH FLOOR <hr/> (Street) BOSTON MA 02116 <hr/> (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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
Common Stock	9,988,898	I	By Berkshire Fund VI, Limited Partnership <sup>(1)(2)</sup>
Common Stock	129,780	D <sup>(2)(3)</sup>	
Common Stock	52,863	D <sup>(2)(4)</sup>	

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			

1. Name and Address of Reporting Person\*  
Berkshire Partners Holdings LLC  


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 (Last) (First) (Middle)  
 200 CLARENDON STREET, 35TH FLOOR  


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 (Street)  
 BOSTON MA 02116  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BERKSHIRE FUND VI, LTD PARTNERSHIP  


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 (Last) (First) (Middle)  
 200 CLARENDON STREET, 35TH FLOOR  


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 (Street)  
 BOSTON MA 02116  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Sixth Berkshire Associates LLC  


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 (Last) (First) (Middle)  
 200 CLARENDON STREET, 35TH FLOOR  


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 (Street)  
 BOSTON MA 02116  


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 (City) (State) (Zip)

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BPSP, L.P.</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET, 35TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Berkshire Partners LLC</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET, 35TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">BERKSHIRE INVESTORS LLC</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET, 35TH FLOOR		
(Street)		
BOSTON	MA	
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Berkshire Investors III LLC</a>		
(Last)	(First)	(Middle)
200 CLARENDON STREET, 35TH FLOOR		
(Street)		
BOSTON	MA	02116
(City)	(State)	(Zip)

**Explanation of Responses:**

1. 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.
2. 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.
3. Represents shares held by Berkshire Investors.
4. Represents shares held by Berkshire Investors III.

[/s/ David R. Peeler, Managing Director of Berkshire Partners Holdings LLC](#) 10/25/2017

[/s/ David R. Peeler, Managing Director of Sixth Berkshire Associates LLC](#) 10/25/2017

[/s/ David R. Peeler, Managing Director of Sixth Berkshire Associates LLC, the general partner of Berkshire Fund VI, Limited Partnership.](#) 10/25/2017

[/s/ David R. Peeler, Managing Director of Berkshire Partners Holdings LLC, the general partner of BPSP, L.P.](#) 10/25/2017

[/s/ David R. Peeler, Managing](#) 10/25/2017

[Director of Berkshire Partners Holdings LLC, the general partner of BPSLP, L.P., the managing member of Berkshire Partners LLC](#)

[/s/ David R. Peeler, Managing Director of Berkshire Investors LLC 10/25/2017](#)

[/s/ David R. Peeler, Managing Director of Berkshire Investors III LLC 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.**