

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

|   |   |   |
|---|---|---|
| <b>1. Name and Address of Reporting Person*</b><br><u>Clark Bill</u><br>(Last) (First) (Middle)<br>C/O NATIONAL VISION HOLDINGS, INC.<br>2435 COMMERCE AVENUE, BLDG. 2200<br>(Street)<br>DULUTH GA 30096-4980<br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>National Vision Holdings, Inc. [ EYE ]</u> | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>SVP, Chief People Officer</u> |
|   | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br><u>02/28/2022</u>                        |   |
|   | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>                                     |   |

**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                    | 02/28/2022                           |  | M                              |   | 766   | A          | \$0 <sup>(1)</sup> | 14,478  | D  |   |
| Common Stock                    | 02/28/2022                           |  | F                              |   | 231   | D          | <sup>(2)</sup>     | 14,247  | 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 |
| Restricted Stock Units                     | <sup>(1)</sup>   | 02/28/2022                           |  | M                              |   |  | 766 | <sup>(3)</sup>   | <sup>(3)</sup>  | Common Stock  | 766  | \$0  | 8,172   | D  |       |

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of NVHI common stock.
- On February 28, 2022, 766 restricted stock units vested and 231 shares of the Company's common stock were withheld to satisfy tax withholding obligations. The closing price on February 28, 2022 of the Company's common stock on NASDAQ was \$36.67 per share.
- On February 28, 2020, the reporting person was granted 2,298 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

**Remarks:**

/s/ Jared Brandman, as Attorney-in-Fact 03/02/2022  
 \*\* 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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