

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>PEELER D RANDOLPH</u> (Last) (First) (Middle) <u>C/O BERKSHIRE PARTNERS LLC</u> <u>200 CLARENDON STREET, 35TH FLOOR</u> (Street) <u>BOSTON MA 02116</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/25/2017</u>	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) <input checked="" type="checkbox"/> 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) <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)
Common Stock	9,988,898	I	By Berkshire Fund VI, Limited Partnership ⁽¹⁾
Common Stock	129,780	I	By Berkshire Investors LLC ⁽²⁾
Common Stock	52,863	I	By Berkshire Investors III LLC ⁽³⁾

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			

Explanation of Responses:

- 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 BPH, L.P. ("BPHSP"), which is the managing member of Berkshire Partners. The Reporting Person is a managing member of each of BPH, BPHSP, Berkshire Partners and 6BA. By virtue of the relationships described above, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of common stock held by Fund VI. The Reporting Person disclaims beneficial ownership of the shares held by Fund VI, except to the extent of his 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.
- Represents shares held by Berkshire Investors LLC ("Berkshire Investors"). The Reporting Person is a managing member of Berkshire Investors. By virtue of the relationships described above, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of common stock held by Berkshire Investors. The Reporting Person disclaims beneficial ownership of the shares held by Berkshire Investors, except to the extent of his 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.
- Represents shares held by Berkshire Investors III LLC ("Berkshire Investors III"). The Reporting Person is a managing member of Berkshire Investors III. By virtue of the relationships described above, the Reporting Person may be deemed to share beneficial ownership with respect to the shares of common stock held by Berkshire Investors III. The Reporting Person disclaims beneficial ownership of the shares held by Berkshire Investors III, except to the extent of his 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.

/s/ David R. Peeler

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.