

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

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

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

<b>1. Name and Address of Reporting Person*</b> <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)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>National Vision Holdings, Inc. [ EYE ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>03/26/2018</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	03/26/2018		S		331,961 <sup>(1)</sup>	D	\$31.68	7,443,860	I	By Berkshire Fund VI, Limited Partnership <sup>(2)</sup>
Common Stock	03/26/2018		S		4,313 <sup>(1)</sup>	D	\$31.68	96,714	I	By Berkshire Investors LLC <sup>(3)</sup>
Common Stock	03/26/2018		S		1,757 <sup>(1)</sup>	D	\$31.68	39,394	I	By Berkshire Investors III LLC <sup>(4)</sup>

**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					

**Explanation of Responses:**

1. In connection with the secondary offering of common stock, par value \$0.01 per share (the "Common Stock") of the Issuer by certain selling shareholders to Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Goldman Sachs & Co. LLC, Jefferies LLC and KKR Capital Markets LLC pursuant to an underwriting agreement and final prospectus, each dated March 14, 2018, and the exercise of the underwriters' over-allotment option (the "Over-Allotment Option"), Fund VI (as defined below), Berkshire Investors (as defined below) and Berkshire Investors III (as defined below), as selling shareholders, sold 331,961; 4,313 and 1,757 shares of Common Stock, respectively. The Over-Allotment Option closed on March 26, 2018.

2. 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. The Reporting Person was previously a managing member of each of BPH, BPSP, 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 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.

3. Represents shares held by Berkshire Investors LLC ("Berkshire Investors"). The Reporting Person was previously 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 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.

4. Represents shares held by Berkshire Investors III LLC ("Berkshire Investors III"). The Reporting Person was previously 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 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.

/s/ D. Randolph Peeler

03/28/2018

\*\* 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.

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.