
**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 Earliest Event reported):
September 10, 2018**

National Vision Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38257
(Commission File Number)

46-4841717
(IRS Employer Identification No.)

2435 Commerce Avenue
Bldg. 2200
Duluth, Georgia 30096-4980
(770) 822-3600
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

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))
-

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.

On September 10, 2018, the Board of Directors (the “Board”) of National Vision Holdings, Inc. (the “Company”) increased the size of the Board by one director (to a total size of seven directors) and filled the vacancy created by such increase by appointing Thomas V. Taylor, Jr., age 52, as a Class III director, effective September 10, 2018. Mr. Taylor will hold office until the date of the Company’s 2020 Annual Meeting of Stockholders and until his successor shall be elected and qualified or until his earlier death, resignation, retirement, disqualification or removal. Mr. Taylor will serve on the Audit Committee and the Compensation Committee.

Mr. Taylor is the Chief Executive Officer of Floor & Decor Holdings, Inc. and has served in that role and as a Director since December 2012, including during its 2017 IPO. Starting his retail career working at a Miami Home Depot store in 1983 at the age of 16, Mr. Taylor worked his way up through various operations roles to eventually serve as Executive Vice President of Operations responsible for all 2,200 Home Depot Stores; he also held the role of Executive Vice President of Merchandising and Marketing again for all stores. From 2006 to 2012, Mr. Taylor was Managing Director at Sun Capital Partners, during which time he served as a board member for more than 20 portfolio companies domestically and in Europe. Mr. Taylor was selected to our board of directors because of his leadership, financial and business expertise, his depth of knowledge and years of experience in retail business and his experience as a board member of numerous companies and organizations.

The Board has determined that Mr. Taylor qualifies as an independent director under the corporate governance standards of NASDAQ and the independence requirements of Rule 10A-3 of the Exchange Act and is an “audit committee financial expert” as such term is defined in Item 407(d)(5) of Regulation S-K. Mr. Taylor was not appointed to the Board pursuant to any arrangement or understanding with any other person. Mr. Taylor has no family relationships with any director or executive officer of the Company and there are no transactions in which Mr. Taylor has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Taylor will be entitled to the annual compensation paid to independent non-employee directors, consisting of a cash retainer of \$75,000, payable quarterly in arrears, and \$100,000 paid in restricted stock pursuant to the National Vision Holdings, Inc. 2017 Omnibus Incentive Plan (the “Omnibus Incentive Plan”). In connection with his appointment to the Board on September 10, 2018, Mr. Taylor was granted a restricted stock award of 2,197 shares of the Company’s common stock pursuant to the Omnibus Incentive Plan, which will vest in three equal installments on each of the first, second and third anniversaries of the grant date, subject to continued service through the applicable vesting date.

The Company and Mr. Taylor will enter into the Company’s standard form of indemnification agreement for directors, a copy of which was previously filed as Exhibit 10.16 to Amendment No. 6 to the Registration Statement on Form S-1 (File No. 333-206772) and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

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

This information is furnished pursuant to Item 7.01 of Form 8-K. The information in this Item 7.01 and in Exhibit 99.1 hereto shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

The furnishing of the information in Item 7.01 is not intended to, and does not constitute a representation that such furnishing is required by Regulation FD or that the information in this Item 7.01 is material information that is not otherwise publicly available.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

See the Exhibit Index immediately preceding the signature page hereto, which is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	National Vision Holdings, Inc. Press Release dated September 10, 2018

Signatures

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

National Vision Holdings, Inc.

Date: September 10, 2018

By:	<u>/s/ Patrick R. Moore</u>
Name:	Patrick R. Moore
Title:	Senior Vice President, Chief Financial Officer

**Media Contact:**

Kristina Gross, National Vision Holdings, Inc.

Kristina.gross@nationalvision.com

(470) 448-2355

Investor Relations Contact:

David Mann, National Vision Holdings, Inc.

David.mann@nationalvision.com

(470) 448-2448

FOR IMMEDIATE RELEASE

**National Vision Holdings, Inc. Appoints Thomas V. Taylor, Jr.
to Board of Directors***Taylor to Serve on Audit and Compensation Committees*

Duluth, Ga. (Sept. 10, 2018) - National Vision Holdings, Inc. (NASDAQ: EYE), one of the nation's largest optical retailers providing quality, affordable eye care and eyewear, today announced the appointment of Thomas V. Taylor, Jr., Chief Executive Officer of Floor & Decor Holdings, Inc. (Floor & Decor) to its Board of Directors, effective today. Mr. Taylor will serve on the Board's Audit and Compensation Committees.

"We are delighted to welcome Tom to our Board of Directors," said Reade Fahs, Chief Executive Officer of National Vision Holdings, Inc. "Tom brings with him decades of experience in both retail and finance. Currently serving as Chief Executive Officer of Floor & Decor, his remarkable leadership has driven proven results for companies such as Home Depot and Sun Capital Partners in both corporate roles and in the boardroom."

Mr. Taylor has served as Floor & Decor's Chief Executive Officer and as a Director since December 2012, including during its 2017 IPO. Starting his retail career working at a Miami Home Depot store in 1983 at the age of 16, Mr. Taylor worked his way up through various operations roles to eventually serve as Executive Vice President of Operations responsible for all 2,200 Home Depot Stores; he also held the role of Executive Vice President of Merchandising and Marketing again for all stores. From 2006 to 2012, Mr. Taylor was Managing Director at Sun Capital Partners, during which time he served as a board member for more than 20 portfolio companies domestically and in Europe.

"I am honored to join National Vision's Board of Directors," said Mr. Taylor. "National Vision has firmly established leadership in the optical retail category as one of the fastest growing companies in its category, and one with a big heart. I am excited to have the opportunity to bring my knowledge and perspective to the table to help the company continue to execute on its mission of providing affordable and accessible eye care and eyewear to budget-conscious consumers."

About National Vision Holdings, Inc.

National Vision Holdings, Inc. is one of the largest optical retail companies in the United States with more than 1,000 retail stores in 44 states plus the District of Columbia and Puerto Rico. With a mission of helping people by making quality eye care and eyewear more affordable and accessible, the company operates five retail brands: [America's Best Contacts & Eyeglasses](#), [Eyeglass World](#), [Vision Centers](#) inside select Walmart stores, [Vista Opticals inside Fred Meyer](#) stores and on [select military bases](#), and several e-commerce websites, offering a variety of products and services for customers' eye care needs. For more information, please visit www.nationalvision.com.

###