FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

## 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

Name and Address of Reporting Person*     Moore Patrick R.					2. Issuer Name <b>and</b> Ticker or Trading Symbol National Vision Holdings, Inc. [ EYE ]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify					
(Last) (First) (Middle) C/O NATIONAL VISION HOLDINGS, INC., 2435 COMMERCE AVENUE, BLDG. 2200					3. Date of Earliest Transaction (Month/Day/Year) 02/28/2023										X Officer (give title Officer (specify below)  Chief Operating Officer					
(Street) DULUTH GA 30096-4980			80	4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person						
(City)	(St		(Zip)																	
Table I - Non-Deriva  1. Title of Security (Instr. 3)  2. Transa Date (Month/D			action	Execution Date,		3. Trans	3. 4. Securitie Transaction Disposed (Code (Instr. 5)		of, or Beneficia rities Acquired (A) or ed Of (D) (Instr. 3, 4 ar		5. Amou Securitie Benefici Owned F		nt of es ally Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
									Code	v	Amount	(A) (D)	Price	.	Reported Transact (Instr. 3 a	tion(s)			(Instr. 4)	
Common Stock 02/28				8/2023	2023		М		2,39	4 A	. \$0	(1)	31,839			D				
Common Stock 02/28/			8/2023	//2023		F		812	. D	(2	)	31,027			D					
		Т	able II -									, or Ber ble sec			wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date, Transac Code (Ir					6. Date E Expiration (Month/E	n Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)		9. Number derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4)	Ownersh Form: Direct (D or Indirect (I) (Instr.	Ownership	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		expiration Date	Title	Amount or Number of Shares							
Restricted Stock	(1)	02/28/2023			M			2,394	(3)	T	(3)	Common Stock	2,394		\$0	23,154	4	D		

## **Explanation of Responses:**

- $1. \ Each \ restricted \ stock \ unit \ represents \ a \ contingent \ right \ to \ receive \ one \ share \ of \ NVHI \ common \ stock.$
- 2. On February 28, 2023, 2,393 restricted stock units vested and 812 shares of the Company's common stock were withheld to satisfy tax withholding obligations. The closing price on February 28, 2023 of the Company's common stock on NASDAQ was \$37.36 per share.
- 3. On February 28, 2020, the reporting person was granted 7,180 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 03/02/2023

\*\* 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.