FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Г										
	OMB APPROVAL									
ı	I									
l	OMB Number:	3235-0287								
l	Estimated average burden									
l	hours per response	: 0.5								

	Check this box if no longer subject
$\Box$	to Section 16. Form 4 or Form 5
$\cup$	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

					1		()			-	iipaiiy Act c			_						
Name and Address of Reporting Person*  Kelman Naomi						2. Issuer Name <b>and</b> Ticker or Trading Symbol National Vision Holdings, Inc. [ EYE ]								(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
remu	<u> </u>								-	X Director		10% Ow		vner						
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 06/14/2023									Office below	er (give title v)		Other (s below)	specify	
2435 CO	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. In	6. Individual or Joint/Group Filing (Check Applicable										
BUILDING 2200						1 1 1 1, 2 1 1 2 1 2 1 2 1 2 1 2 1 2 1 2									Line)					
											X Form filed by One Reporting Person									
(Street)	•														Form filed by More than One Reporting Person					
					Rule 10b5-1(c) Transaction Indication															
(City)	(St	ate) (Z	Zip)			(3.5 2555 2(5) (Tailoaddoll Haloaddoll														
, ,,	(Citally) (Ellip)				Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													ended to		
		Table	I - No	n-Deriva	tive S	ecur	rities	Acq	uired,	Disp	oosed of	, or	Ben	eficia	ly Owr	ned				
1. Title of Security (Instr. 3)  2. Transact Date (Month/Day					Exec y/Year) if any		Deemed cution Date, ny nth/Day/Year)				ies Acquired (A Of (D) (Instr. 3,			Securi Benefi Owned Follow	cially I ring	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A (D	() or ()	Price	Reported Transaction(s) (Instr. 3 and 4)					
Common	2023				A		8,410(1	)	A \$0 <sup>(2)</sup>		20,990		]	D						
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
			1	(e.g., pu	ts, cai	IS, V	varra	ants,	option	s, c	onvertib	ie se	ecur	ities)						
1. Title of Derivative Security (Instr. 3)	tive Conversion Date Execution Date, or Exercise (Month/Day/Year) if any			4. Transaction Code (Instr. 8)				6. Date Exercisable a Expiration Date (Month/Day/Year)		te	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and		S (I	Price of erivative ecurity nstr. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transactio (Instr. 4)	y O F D oi (!)	0. wmership orm: irect (D) r Indirect ) (Instr. 4)	Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or Nun of	ount nber res						

## ${\bf Explanation\ of\ Responses:}$

- 1. Represents a restricted stock unit ("RSU") grant pursuant to NVHI's non-employee director compensation policy. The RSUs vest in full on the one year anniversary of the date of grant, subject to the Reporting Person's continuous service through such vesting date.
- $2. \ Each \ RSU \ represents \ a \ contingent \ right \ to \ receive \ one \ share \ of \ NVHI \ common \ stock.$

## Remarks:

/s/ Jared Brandman, as Attorney-in-Fact 06/16/2023

\*\* Signature of Reporting Person Date

 $Reminder: \ Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly \ or \ indirectly.$ 

- $^{\star}$  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.