

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO/A
(Amendment No. 2)

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OF THE SECURITIES
EXCHANGE ACT OF 1934

NATIONAL VISION, INC.

(Name Of Subject Company (Issuer))

VISION HOLDING CORP.

VISION ACQUISITION CORP.

Berkshire Partners LLC

(Names of Filing Persons (Offerors))

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

63845P101

(CUSIP Number of Class of Securities)

Vision Holding Corp.

One Boston Place, Suite 3300

Boston, MA 02108

Telephone: (617) 227-0050

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

COPY TO:

Steven M. Peck, Esq.

Weil, Gotshal & Manges LLP

100 Federal Street

Boston, Massachusetts 02110

Telephone: (617) 772-8300

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CALCULATION OF FILING FEE

Transaction Valuation*
\$43,625,193

Amount Of Filing Fee**
\$5,134.69

* Estimated solely for purposes of calculating amount of filing fee in accordance with Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The calculation of the transaction valuation is based on 6,017,268 shares of common stock of National Vision, Inc. ("NVI") at a purchase price of \$7.25 per share (including shares of common stock issuable on the exercise of outstanding options).

** The amount of the filing fee, calculated in accordance with Rule 0-11(d) of the Exchange Act, equals one-fiftieth of one percent of the transaction valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$5,134.69

Form or Registration No.: Schedule TO-T

Filing Party: Vision Holding Corp.

Date Filed: July 28, 2005

Check the box if the filing relates to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

INTRODUCTION

This Amendment No. 2 to Tender Offer Statement on Schedule TO (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 28, 2005, as amended and supplemented by Amendment No. 1 to the Tender Offer Statement on Schedule TO filed on August 11, 2005 (as so amended, the “Schedule TO”) by Vision Acquisition Corp., a Georgia corporation (the “Purchaser”) and Vision Holding Corp., a Delaware Corporation (“Parent”), relating to the offer to purchase all the outstanding shares of Common Stock, par value \$0.01 per share, of National Vision, Inc., a Georgia corporation (the “Company”), including the associated preferred stock purchase rights (the “Shares”) at a purchase price of \$7.25 per Share, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated July 28, 2005 (the “Offer to Purchase”), and in the related Letter of Transmittal (the “Letter of Transmittal” which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, constitute the “Offer”). This Amendment No. 2 is being filed on behalf of the Purchaser, Parent and Berkshire Partners LLC.

The information set forth in the Offer to Purchase is incorporated by reference in response to all the items of this Amendment No. 2, except as otherwise set forth below.

Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Offer to Purchase.

Item 8 Certain Information Concerning the Company

Item 11 Additional Information

Item 8 and Item 11 of the Schedule TO, which incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented by including the following:

“At 12:00 midnight, New York City time, on Wednesday, August 31, 2005, the offering period expired. Based on information provided by the Depository, as of such time an aggregate of 4,647,907 Shares were tendered pursuant to the Offer, representing approximately 85.1% of the outstanding Shares. In addition, 95,402 Shares, representing approximately 1.7% of the outstanding Shares, were tendered subject to guaranteed delivery. All such Shares will be accepted for purchase in accordance with the terms of the offer and payment for the validly tendered shares will be paid promptly.

Upon the terms and subject to the conditions of the Merger Agreement, Purchaser commenced a subsequent offering period in connection with the Offer, at 9:00 a.m. New York City time on September 1, 2005. The subsequent offering period will expire at 5:00 p.m. New York City time on September 9, 2005, unless extended. Any such extension will be followed as promptly as practicable by public announcement, which will be issued no later than 9:00 a.m. New York City time on the next business day after the subsequent offering period was scheduled to expire. Shares properly tendered during this subsequent offering period will be accepted as they are tendered and paid for promptly as they are accepted. Stockholders who properly tender during the subsequent offering period will receive the same \$7.25 per share cash consideration that is payable to stockholders who tendered during the original offering period. Procedures for tendering shares during the subsequent offering period are the same as during the initial offering period with two exceptions: (1) shares cannot be delivered by the guaranteed delivery procedure and (2) pursuant to Rule 14d-7(a)(2) under the Securities Exchange Act of 1934, as amended, shares tendered during the subsequent offering period may not be withdrawn.”

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On September 1, 2005, Parent and the Company issued a joint press release announcing the preliminary results of the Offer and the commencement of the subsequent offering period. The full text of the press release is filed as Exhibit (a)(9) hereto and is incorporated by reference herein.

Item 12 Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented by including the following:

“(a)(9) Joint Press Release issued by Parent and the Company on September 1, 2005.”

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Vision Acquisition Corp.

By: /s/ Lawrence Hamelsky

Name: Lawrence Hamelsky

Title: Secretary

Vision Holding Corp.

By: /s/ Lawrence Hamelsky

Name: Lawrence Hamelsky

Title: Secretary

Berkshire Partners LLC

By: /s/ D. Randolph Peeler

Name: D. Randolph Peeler

Title: Managing Director

Dated: September 1, 2005

Index to Exhibits

EXHIBIT NUMBER	DOCUMENT
(a)(1)	Offer to Purchase dated July 28, 2005.*
(a)(2)	Letter of Transmittal.*
(a)(3)	Notice of Guaranteed Delivery.*
(a)(4)	Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(5)	Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.*
(a)(6)	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.*
(a)(7)	Joint Press Release issued by Parent and the Company on July 26, 2005 (incorporated by reference to the Schedule TO-C filed by Parent and the Purchaser with the Securities and Exchange Commission on July 26, 2005).
(a)(8)	Summary Advertisement published July 28, 2005.*
(a)(9)	Joint Press Release issued by Parent and the Company on September 1, 2005.
(b)	None
(d)(1)	Agreement and Plan of Merger dated as of July 25, 2005 among Parent, the Purchaser and the Company.*
(d)(2)	Confidentiality Agreement dated February 23, 2005 between the Company and Parent.*
(g)	None
(h)	None

* Previously filed

Berkshire Partners LLC Successfully Completes Cash Tender Offer For Shares of
National Vision, Inc.; Subsequent Offering Period Commences

Acquisition of Consolidated Vision Group by National Vision, Inc. is Completed

12% Senior Notes due 2009 are Refinanced

LAWRENCEVILLE, Ga., Sept. 1 /PRNewswire-FirstCall/ — National Vision, Inc. (Amex: NVI), an operator of retail vision centers (“National Vision”), and Berkshire Partners LLC, a leading private equity investor, announced today the successful completion of the cash tender offer by Vision Acquisition Corp., an affiliate of Berkshire Partners, for the outstanding shares of common stock of National Vision at \$7.25 net per share in cash, without interest, and the commencement of a subsequent offering period. The tender offer expired, as scheduled, at midnight, New York City time, on Wednesday, August 31, 2005.

Based on information provided by American Stock Transfer & Trust Company, the depository for the offer, a total of 4,647,907 shares, representing approximately 85.1% of the outstanding common stock of National Vision, were validly tendered prior to the expiration of the offer and not withdrawn as of 12:00 midnight on August 31, 2005. In addition, 95,402 shares, representing approximately 1.7% of the outstanding common stock of National Vision, were tendered subject to guaranteed delivery. All such shares will be accepted for purchase in accordance with the terms of the offer and payment for the validly tendered shares will be paid promptly.

In accordance with the terms of the Agreement and Plan of Merger, dated as of July 25, 2005, among Vision Holding Corp., Vision Acquisition Corp., and National Vision, Vision Acquisition will commence a subsequent offering period for all of the remaining untendered shares at 9:00 a.m. today to meet the objective of acquiring at least 90% of the shares of National Vision, and to give National Vision’s non-tendering shareholders the opportunity to participate in the offer and to receive the \$7.25 offer price on an expedited basis. All shares properly tendered will be immediately accepted as they are tendered, and payment for such validly tendered shares will be paid promptly.

Shareholders who tender during the subsequent offering period will receive the same \$7.25 per share cash consideration paid during the initial offering period. Procedures for tendering shares during the subsequent offering period are the same as during the initial offering period with two exceptions: (1) shares cannot be delivered by the guaranteed delivery procedure and (2) pursuant to Rule 14d-7(a)(2) under the Securities Exchange Act of 1934, as amended, shares tendered during the subsequent offering period may not be withdrawn.

The subsequent offering period will expire at 5:00 p.m., New York City time, on September 9, 2005, unless extended. Any such extension will be followed as promptly as practicable by a public announcement, which will be

issued no later than 9:00 a.m. New York City time on the next business day after the subsequent offering period was scheduled to expire.

Georgeson Shareholder Communications is the Information Agent for the tender offer. For questions and information about the tender offer, please call Georgeson at (212)440-9800 or toll-free at (866)391-6923.

Berkshire Partners intends to effect a merger of Vision Acquisition Corp. with National Vision as soon as practicable. If sufficient shares are tendered, the merger will be consummated without a vote or meeting of National Vision shareholders. In the merger, each of the remaining shares of National Vision common stock, other than shares held by shareholders who properly exercise dissenter's rights under Georgia law, will be converted into the right to receive \$7.25 in cash, without interest. National Vision shareholders who hold their stock certificates (as record holders) will receive notice in the mail regarding the process to surrender their shares for the cash payment. National Vision shareholders whose shares are held by banks or brokers will receive information about their holdings from those institutions. Upon completion of the merger, National Vision will cease to be a public company.

In conjunction with the completion of the tender offer, National Vision also announced it had completed the purchase, for \$88 million in cash (including repayment of debt), of Consolidated Vision Group, a privately held retailer of optical products and services which operates under the brand name "America's Best Contacts & Eyeglasses" ("ABC&E") headquartered in Pennsauken, New Jersey. The acquisition was financed through a new, \$153 million credit facility arranged by Freeport Financial LLC.

"Together National Vision and ABC&E will be the fourth largest optical retailer and the largest independent optical chain serving the low price segment of the market in the U.S.," stated Randy Peeler, Managing Director of Berkshire Partners. "Berkshire Partners is eager to support NVI's capable and experienced management as it opens new stores and takes advantage of numerous growth opportunities that exist as a result of the merger."

"We believe that all our stakeholders, from our shareholders to our bondholders to our employees, will benefit. This deal is an elegant solution to the various challenges National Vision has been facing," said Reade Fahs, National Vision CEO and President. "We are very happy with this result. My congratulations to the entire National Vision team for their work in getting us to this happy position."

National Vision also used the new credit facility to redeem, effective September 30, 2005, its 12% senior notes due 2009. Holders of the notes should receive their final payment of all outstanding principal and accrued interest in early October.

TM Capital Corp., a merchant bank and financial advisory firm with offices in New York and Atlanta, initiated these transactions and advised the Board of Directors of National Vision in connection with the tender offer, acquisition of Consolidated Vision and related financings.

National Vision, Inc. is a retail optical company that operates vision centers primarily within host environments in the United States and Mexico. Its vision centers sell a wide range of optical products including eyeglasses, contact lenses and sunglasses.

Berkshire Partners has invested in mid-sized private companies for the past twenty years through six investment funds with aggregate capital commitments of approximately \$3.5 billion. The firm's investment strategy is to seek companies that have strong growth prospects and to support talented management teams. Berkshire Partners has developed specific industry experience in several areas including retail, consumer products, industrial manufacturing, transportation, communications and business services. Berkshire Partners has been an investor in over 80 operating companies with more than \$13.0 billion of acquisition value and combined revenues in excess of \$17.0 billion.

Freeport Financial LLC is a leading provider of capital and leveraged finance solutions to middle market companies with private equity sponsor ownership. Freeport Financial LLC invests at all levels of the capital structure but focuses primarily on providing cash flow and asset based lending products including senior secured, junior secured and unsecured loans to support leveraged buyouts, recapitalizations, and corporate refinancings. Founded in 2004 by a group of experienced corporate finance and capital markets professionals and located at offices in Chicago and New York, Freeport Financial LLC has the industry expertise and product knowledge to serve the financing needs of private equity sponsors and their middle market companies.