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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K/A

### CURRENT REPORT

#### PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) **March 22, 2005**

### NATIONAL VISION, INC.

(Exact name of registrant as specified in its charter)

**Commission File No: 0-20001**

**Georgia**

(State or other jurisdiction of  
incorporation or organization)

**58-1910859**

(I.R.S. employer identification  
number)

**296 Grayson Highway  
Lawrenceville, Georgia 30045**

**(770)-822-3600**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

- ☐ 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))

EXPLANATORY NOTE: Registrant filed its Form 8-K on March 22, 2005 covering its press release issued March 22, 2005 announcing operating results for its fourth quarter and fiscal year ended January 1, 2005. The "Income tax expense (benefit)" line for continuing operations and the "Income tax expense" line for Discontinued operations were misstated by equal offsetting amounts (\$31,000) in the Condensed Consolidated Statements of Operations for the quarter ended January 1, 2005. The amount shown as "Net earnings (loss)" for the quarter was not affected by this misstatement. Also a typographical error caused the amounts reported on the "Other current assets" and "Deferred income tax asset" lines on the Condensed Consolidated Balance Sheet for January 1, 2005 to be reversed. This amendment is being filed to correct these errors.

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#### ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On March 22, 2005, the Company issued a press release, attached as Exhibit 99.1 hereto, regarding its results of operations for fiscal 2004.

#### ITEM 9.01 Financial Statements and Exhibits.

(c) Exhibits

Exhibit 99.1 - Press Release dated March 22, 2005, titled "National Vision Reports Record Results for Fiscal 2004"

#### SIGNATURES

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

NATIONAL VISION, INC.

Date: March 23, 2005

By: /s/ Paul A. Criscillis, Jr.  
Paul A. Criscillis, Jr.  
Senior Vice President,





**NEWS RELEASE**

**Contact:**

Paul A. Criscillis, Jr.  
Senior Vice President and CFO  
770-822-4262

**FOR IMMEDIATE RELEASE**

**National Vision Reports Record Results for Fiscal 2004**

Lawrenceville, Georgia, Tuesday, March 22, 2005 - National Vision, Inc. (AMEX:NVI) today announced operating results for its fourth quarter and fiscal year ended January 1, 2005.

Total net revenue from continuing operations for the 2004 fourth quarter was \$55.0 million in comparison with total net revenue from continuing operations of \$55.8 million in the 2003 fourth quarter. In 2003, the fourth quarter included fourteen weeks' operations whereas 2004's fourth quarter was a thirteen-week fiscal period. Fourth quarter 2004 comparable store sales growth, which is computed excluding the additional week in 2003, was +7.1%.

Net earnings for the current year fourth quarter were \$732,000, or \$0.13 per diluted share, in comparison to net earnings of \$545,000, or \$0.10 per diluted share, in the fourth quarter of the previous year. EBITDA, adjusted as defined in the Company's debt instruments, was \$5.4 million in the 2004 fourth quarter versus \$6.1 million in the prior year's fourth quarter.

For the full year, fiscal 2004 total net revenue from continuing operations was \$228.9 million, an increase of 5.6% over 2003 net revenue from continuing operations of \$216.7 million. Fiscal 2004 was a 52-week year and fiscal 2003 was a 53-week year. Full year comparable sales growth, excluding the effect of the 2003 additional week, was +6.5%.

Current year net earnings of \$12.4 million, or \$2.21 per diluted share, compare to a net loss of \$3.9 million, or \$0.77 per share, in 2003. In 2004, adjusted EBITDA increased to \$32.8 million from \$24.1 million in the previous year.

Reade Fahs, the Company's President and Chief Executive Officer, stated, "2004 has been an extremely gratifying year for the National Vision team. Our strong comp sales growth of +6.5% followed a year in which comp sales growth was also quite strong, at +5.7%. The total year-to-year profit turnaround was \$16.2 million and adjusted EBITDA was an all-time record for the Company. We are exceptionally proud of the combined efforts of our store teams in achieving these results."

National Vision, Inc. operates retail vision centers primarily within host environments in the United States and Mexico. Our vision centers sell a wide range of optical products including eyeglasses, contact lenses and sunglasses. As of March 22, 2005, the Company operated 409 vision centers, including 297 located inside domestic Wal-Mart stores. We depend on our domestic Wal-Mart locations for substantially all of our revenues and cash flow. Investments in the debt and equity securities of National Vision, Inc. are subject to substantial risks as described in the Company's public filings with the Securities and Exchange Commission.

**- FINANCIAL TABLES TO FOLLOW -**

**NATIONAL VISION, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Revised)  
(In thousands except per share information)**

|                                                                                                                 | Three Months Ended |                 | Year Ended      |                 |
|-----------------------------------------------------------------------------------------------------------------|--------------------|-----------------|-----------------|-----------------|
|                                                                                                                 | January 1, 2005    | January 3, 2004 | January 1, 2005 | January 3, 2004 |
| Sales of optical products and services                                                                          | \$ 52,946          | \$ 54,107       | \$ 220,759      | \$ 210,368      |
| Fees from managed vision care services                                                                          | 1,885              | 1,679           | 7,835           | 6,346           |
| Sales of home medical products and services                                                                     | 134                |                 | 258             |                 |
| Total net revenue                                                                                               | 54,965             | 55,786          | 228,852         | 216,714         |
| Cost of goods sold                                                                                              | 26,159             | 25,115          | 101,167         | 97,532          |
| Gross profit                                                                                                    | 28,806             | 30,671          | 127,685         | 119,182         |
| Selling, general & administrative expense                                                                       | 27,249             | 29,457          | 111,119         | 113,804         |
| Operating income                                                                                                | 1,557              | 1,214           | 16,566          | 5,378           |
| Other income (expense), net:                                                                                    |                    |                 |                 |                 |
| Interest expense                                                                                                | (2,392)            | (3,064)         | (10,595)        | (12,913)        |
| Gain on repurchase of Senior Subordinated Notes                                                                 | 83                 | 2,321           | 3,166           | 2,321           |
| Other income (expense), net                                                                                     | (30)               | (56)            | 164             | 50              |
| Earnings (loss) before taxes, discontinued operations and cumulative effect of a change in accounting principle | (782)              | 415             | 9,301           | (5,164)         |

|                                                                                                              |                |                |                  |                   |
|--------------------------------------------------------------------------------------------------------------|----------------|----------------|------------------|-------------------|
| Income tax expense (benefit)                                                                                 | <u>(1,499)</u> | <u>136</u>     | <u>(822)</u>     | <u>136</u>        |
| Net earnings (loss) before discontinued operations and cumulative effect of a change in accounting principle | <u>717</u>     | <u>279</u>     | <u>10,123</u>    | <u>(5,300)</u>    |
| Discontinued operations:                                                                                     |                |                |                  |                   |
| Operating income (loss) from discontinued operations                                                         | (10)           | 325            | 2,344            | 2,204             |
| Gain (loss) on disposal                                                                                      | 25             | 3              | (57)             | (146)             |
| Income tax expense                                                                                           | —              | (62)           | (35)             | (62)              |
| Earnings from discontinued operations                                                                        | <u>15</u>      | <u>266</u>     | <u>2,252</u>     | <u>1,996</u>      |
| Earnings (loss) before cumulative effect of a change in accounting principle                                 | 732            | 545            | 12,375           | (3,304)           |
| Cumulative effect of a change in accounting principle                                                        |                |                |                  | (564)             |
| Net earnings (loss)                                                                                          | <u>\$ 732</u>  | <u>\$ 545</u>  | <u>\$ 12,375</u> | <u>\$ (3,868)</u> |
| Earnings (loss) per common share:                                                                            |                |                |                  |                   |
| Basic                                                                                                        | <u>\$ 0.14</u> | <u>\$ 0.11</u> | <u>\$ 2.43</u>   | <u>\$ (0.77)</u>  |
| Diluted                                                                                                      | <u>\$ 0.13</u> | <u>\$ 0.10</u> | <u>\$ 2.21</u>   | <u>\$ (0.77)</u>  |

**NATIONAL VISION, INC.**  
**COMPUTATION OF CONSOLIDATED EBITDA**  
**Three Month Periods and Years Ended January 1, 2005 and January 3, 2004**  
**(In thousands)**

|                                                       | <u>Three Months Ended</u> |                        | <u>Year Ended</u>      |                        |
|-------------------------------------------------------|---------------------------|------------------------|------------------------|------------------------|
|                                                       | <u>January 1, 2005</u>    | <u>January 3, 2004</u> | <u>January 1, 2005</u> | <u>January 3, 2004</u> |
| Net earnings (loss)                                   | \$ 732                    | \$ 545                 | \$ 12,375              | \$ (3,868)             |
| Adjustment to net earnings (loss):                    |                           |                        |                        |                        |
| Interest expense                                      | 2,392                     | 3,064                  | 10,595                 | 12,913                 |
| Income tax expense (benefit)                          | (1,499)                   | 198                    | (787)                  | 198                    |
| Depreciation and amortization                         | 3,432                     | 3,968                  | 13,542                 | 15,962                 |
| Cumulative effect of a change in accounting principle |                           |                        |                        | 564                    |
| Gain on repurchase of Notes                           | (83)                      | (2,321)                | (3,166)                | (2,321)                |
| Impairment of long lived assets                       | 336                       | 550                    | 336                    | 550                    |
| Other                                                 | <u>56</u>                 | <u>139</u>             | <u>(63)</u>            | <u>66</u>              |
| EBITDA                                                | <u>\$ 5,366</u>           | <u>\$ 6,143</u>        | <u>\$ 32,832</u>       | <u>\$ 24,064</u>       |

**NATIONAL VISION, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (Revised)**  
**January 1, 2005 and January 3, 2004**  
**(In thousands)**

|                                                                                                                      | <u>January 1, 2005</u> | <u>January 3, 2004</u> |
|----------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|
| <b>ASSETS</b>                                                                                                        |                        |                        |
| <b>CURRENT ASSETS:</b>                                                                                               |                        |                        |
| Cash and cash equivalents                                                                                            | \$ 7,858               | \$ 3,545               |
| Accounts receivable<br>(net of allowance: 2004 - \$423; 2003 - \$769)                                                | 2,561                  | 3,078                  |
| Inventories                                                                                                          | 14,065                 | 17,387                 |
| Other current assets                                                                                                 | 2,405                  | 1,278                  |
| Deferred income tax asset                                                                                            | <u>9,394</u>           | <u>7,305</u>           |
| Total current assets                                                                                                 | 36,283                 | 32,593                 |
| <b>PROPERTY AND EQUIPMENT, net</b>                                                                                   | 12,271                 | 13,619                 |
| <b>INTANGIBLE VALUE OF CONTRACTUAL RIGHTS</b><br>(net of accumulated amortization: 2004 - \$26,974; 2003 - \$19,466) | 85,771                 | 93,279                 |
| <b>OTHER ASSETS AND DEFERRED COSTS</b><br>(net of accumulated amortization: 2004 - \$1,193; 2003 - \$964)            | <u>785</u>             | <u>806</u>             |
|                                                                                                                      | <u>\$ 135,110</u>      | <u>\$ 140,297</u>      |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                                                                          |                        |                        |
| <b>CURRENT LIABILITIES:</b>                                                                                          |                        |                        |
| Accounts payable                                                                                                     | \$ 3,446               | \$ 3,506               |
| Accrued expenses and other current liabilities                                                                       | 23,772                 | 25,132                 |
| Senior Subordinated Notes - current portion                                                                          | <u>4,858</u>           | <u>545</u>             |

|                                                                                                                                                                          |                   |                   |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|
| Total current liabilities                                                                                                                                                | 32,076            | 29,183            |
| <b>DEFERRED INCOME TAX LIABILITY</b>                                                                                                                                     | <u>8,191</u>      | <u>7,305</u>      |
| <b>OTHER LONG TERM LIABILITIES</b>                                                                                                                                       | <u>491</u>        |                   |
| <b>SENIOR SUBORDINATED NOTES</b>                                                                                                                                         | <u>72,930</u>     | <u>94,939</u>     |
| <b>COMMITMENTS AND CONTINGENCIES</b>                                                                                                                                     |                   |                   |
| <b>SHAREHOLDERS' EQUITY:</b>                                                                                                                                             |                   |                   |
| Preferred stock, \$1 par value; 5,000,000 shares authorized, none issued                                                                                                 |                   |                   |
| Common stock, \$0.01 par value; 10,000,000 shares authorized, 5,390,679 and 5,243,047 shares issued and outstanding at January 1, 2005 and January 3, 2004, respectively | 54                | 52                |
| Additional paid-in capital                                                                                                                                               | 25,592            | 25,129            |
| Deferred stock compensation                                                                                                                                              | (407)             | (108)             |
| Retained deficit                                                                                                                                                         | (3,557)           | (15,932)          |
| Accumulated other comprehensive loss                                                                                                                                     | <u>(260)</u>      | <u>(271)</u>      |
| Total shareholders' equity                                                                                                                                               | <u>21,422</u>     | <u>8,870</u>      |
|                                                                                                                                                                          | <u>\$ 135,110</u> | <u>\$ 140,297</u> |