

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

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Clark Bill</u> (Last) (First) (Middle) <u>C/O NATIONAL VISION HOLDINGS, INC.</u> <u>2435 COMMERCE AVENUE, BLDG. 2200</u> (Street) <u>DULUTH</u> <u>GA</u> <u>30096-4980</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>National Vision Holdings, Inc. [EYE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>SVP, Chief People Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/01/2025</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2025		M		3,363	A	(1)	35,525	D	
Common Stock	03/01/2025		F		1,179 ⁽²⁾	D	\$12.71	34,346	D	
Common Stock	03/02/2025		M		2,078	A	(1)	36,424	D	
Common Stock	03/02/2025		F		729 ⁽²⁾	D	\$12.71	35,695	D	
Common Stock	03/03/2025		M		6,350	A	(1)	42,045	D	
Common Stock	03/03/2025		F		1,985 ⁽²⁾	D	\$12.66	40,060	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/01/2025		M		3,363	(3)	(3)	Common Stock	3,363	\$0	21,505	D	
Restricted Stock Units	(1)	03/02/2025		M		2,078	(4)	(4)	Common Stock	2,078	\$0	19,427	D	
Restricted Stock Units	(1)	03/03/2025		M		6,350	(5)	(5)	Common Stock	6,350	\$0	13,077	D	

Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.
2. Reflects payment of tax liability by withholding securities incident to vesting of restricted stock units.
3. On March 1, 2024, the reporting person was granted 10,090 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.
4. On March 2, 2022, the reporting person was granted 6,234 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.
5. On March 3, 2023, the reporting person was granted 19,050 restricted stock units, vesting in three equal installments beginning on the first anniversary of the grant date.

Remarks:

/s/ Jared Brandman, as
Attorney-in-Fact

03/04/2025

** Signature of Reporting Person

Date

