

# NATIONAL VISION HOLDINGS, INC.

Reported by KKR & CO. INC.

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 08/14/19 for the Period Ending 08/12/19

Address 2435 COMMERCE AVENUE

BLDG. 2200

DULUTH, GA, 30096-4980

Telephone (770) 822-3600

CIK 0001710155

Symbol EYE

Fiscal Year 01/02





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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *					2. ]	2. Issuer Name and Ticker or Trading Symbol						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
KKR Fund Holdings L.P.						National Vision Holdings, Inc. [ EYE ]							Director		<b>v</b> 1	0% Owner		
(Last)	(First	First) (Middle)			3. ]	3. Date of Earliest Transaction (MM/DD/YYYY)							DirectorX10% Owner  Officer (give title below) Other (specify below)					
C/O KOHLBERG KRAVIS ROBERTS						8/12/2019												
& CO. L.P., 9 WEST 57TH STREET, SUITE 4200																		
(Street)					4. ]	4. If Amendment, Date Original Filed (MM/DD/YYYY)						6. Individual or Joint/Group Filing (Check Applicable Line)						
NEW YORK, NY 10019 (City) (State) (Zip)												Form filed by One Reporting Person  X Form filed by More than One Reporting Person						
			Table	e I - Noi	ı-Dei	rivati	ive Sec	urities A	cqui	red, Di	sposed	of, or	Ben	neficially Owne	d			
1. Title of Security (Instr. 3) 2. Trans. Da			F	A. De Executi Date, if	ion	3. Trans. Code (Instr. 8)		4. Securities Acquire Disposed of (D) (Instr. 3, 4 and 5)			]	Following Reported Transaction(s) (Instr. 3 and 4)			Form:	7. Nature of Indirect Beneficial Ownership		
								Code	V	Amount	(A) or (D)	Price	e				or Indirect (I) (Instr. 4)	
Common Stock 8/12/2019			9		S 9149908 D \$30.52 (1)				I	See Footnotes (2)(3)(4)								
	Tab	le II - Der	ivativ	e Secur	ities ]	Bene	ficially	Owned	( e.g.	. , puts,	calls, v	varrai	nts,	options, conve	rtible sec	urities)		
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	Date	3A. Do Execut Date, i	tion (Ir	Trans. astr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exercisable and Expiration Date			rities	Underlying Security	lying Derivative		Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Security				Code	V	(A)	(D)	Da Ex	te ercisable	Expiratio Date	n Title	Amo Shar	ount or Number of res		Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	

### **Explanation of Responses:**

- (1) This amount represents the secondary public offering price per share of common stock of National Vision Holdings, Inc., less the underwriting discount of \$0.48 per share.
- (2) These securities of National Vision Holdings, Inc. are held by KKR Vision Aggregator L.P. The general partner of KKR Vision Aggregator L.P. is KKR Vision Aggregator GP LLC. The sole member of KKR Vision Aggregator GP LLC is KKR North America Fund XI L.P. The general partner of KKR North America Fund XI L.P. is KKR Associates North America XI L.P. the general partner of KKR Associates North America XI L.P. is KKR North America XI Limited. The sole shareholder of KKR North America XI Limited is KKR Fund Holdings L.P.
- (3) KKR Fund Holdings GP Limited is a general partner of KKR Fund Holdings L.P. KKR Group Holdings Corp. is a general partner of KKR Fund Holdings L.P. and the sole shareholder of KKR Fund Holdings GP Limited. KKR & Co. Inc. is the sole shareholder of KKR Group Holdings Corp. KKR Management LLC is the Class B common stockholder of KKR & Co. Inc. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (4) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

#### Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, certain affiliates of the Reporting Persons have filed a separate Form 4.

#### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director 10% Owner Officer Other						
KKR Fund Holdings L.P.							

C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X	
KKR Fund Holdings GP Ltd C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	x	
KKR & Co. Inc. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X	
KKR Management LLC C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X	
KRAVIS HENRY R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X	
ROBERTS GEORGE R C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 2800 SAND HILL ROAD, SUITE 200 MENLO PARK, CA 94025	X	
KKR Group Holdings Corp. C/O KOHLBERG KRAVIS ROBERTS & CO. L.P. 9 WEST 57TH STREET, SUITE 4200 NEW YORK, NY 10019	X	

#### **Signatures**

KKR FUND HOLDINGS L.P. By: KKR Group Holdings Corp., a general partner, By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer					
** Signature of Reporting Person					
KKR FUND HOLDINGS GP LIMITED By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Director					
** Signature of Reporting Person	Date				
KKR GROUP HOLDINGS CORP. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer					
** Signature of Reporting Person	Date				
KKR & CO. INC. By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer					
** Signature of Reporting Person	Date				
KKR MANAGEMENT LLC By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact for William J. Janetschek, Chief Financial Officer					
** Signature of Reporting Person	Date				
HENRY R. KRAVIS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact					
**Signature of Reporting Person	Date				
**Signature of Reporting Person  GEORGE R. ROBERTS By: /s/ Terence P. Gallagher Name: Terence P. Gallagher Title: Attorney-in-fact	Date 8/14/2019				

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 control number.