

NN INC  
Form 4  
March 20, 2017

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holder Richard D

(Last) (First) (Middle)

207 MOCKINGBIRD LANE

(Street)

JOHNSON CITY, TN 37604

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
NN INC [NNBR]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/16/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

President &amp; CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	03/16/2017		F		3,010	D 22.55 (1)	\$ 98,610	D	
Common Stock	03/17/2017		F		2,916	D 24.2 (1)	\$ 95,694	D	
Common Stock	03/17/2017		A (2)		24,793	A \$ 0	120,487	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form**

SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Rights	(3)	03/17/2017		A	21,731	(4) (4)	Common Stock	21,731

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Holder Richard D 207 MOCKINGBIRD LANE JOHNSON CITY, TN 37604	X President & CEO

## Signatures

/s/ Matthew S. Heiter by Power of Attorney 03/20/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

- (1) Represents the amount of shares delivered to satisfy applicable tax withholding obligations in connection with the vesting of shares of restricted stock.
- (2) Shares are restricted stock and vest in three equal annual installments beginning on March 17, 2018.
- (3) Each performance right represents a contingent right to receive one share of common stock of NN, Inc. (the "Issuer").

The vesting of the performance rights is based on the relative total shareholder return ("TSR") of the Issuer, as compared to the TSR of the S&P SmallCap 600 Index over the period beginning on January 1, 2017 and ending December 31, 2019. The performance rights will vest on December 31, 2019 subject to the reporting person's continuous employment through December 31, 2019 and subject to certain conditions as set forth in the Issuer's 2016 Omnibus Incentive Plan. Performance rights granted represent the right to receive the target shares, and actual performance rights earned may be between 50% and 150% of the target shares. Performance rights that do not vest on December 31, 2019 expire automatically.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.