

Holder Richard D  
Form 4  
May 02, 2018

**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  
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(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

207 MOCKINGBIRD LANE

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/30/2018

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

President &amp; CEO

(Street)

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

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

JOHNSON CITY, TN 37604

(City) (State) (Zip)

**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 Ownership (Instr. 4)
Common Stock	04/30/2018		A	Amount 21,509 (1)	A \$ 0 165,568	D	
Common Stock	04/30/2018		M	14,752	A \$ 0 180,320	D	
Common Stock	04/30/2018		F	10,019 (2)	D \$ 20.3 170,301	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  
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SEC 1474  
(9-02)

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)	04/30/2018		M	14,665	(4)	(4)	Common Stock 14,665

## 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 05/02/2018

\_\_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 settlement of performance rights that vested on April 30, 2018 based on the return of invested capital of NN, Inc. (the "Issuer") over the performance period beginning February 1, 2015 and ending December 31, 2017.
- (2) Represents the amount of shares delivered to satisfy applicable tax withholding obligations in connection with the vesting of shares of restricted stock and performance rights.
- (3) Each performance right represented a contingent right to receive one share of common stock of the Issuer.
- (4) The vesting of the performance rights was 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 February 1, 2015 and ending December 31, 2017. The performance rights vested on April 30, 2018. Performance rights granted represented the right to receive the target shares, and actual performance rights earned resulted in a payout of 100.6% of the target shares.

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.