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

#### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 5)1

NN, Inc.
(Name of Issuer)

<u>Common Stock, par value \$0.01 per share</u>
(Title of Class of Securities)

629337106 (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 9401 Wilshire Blvd, Suite 705 Beverly Hills, CA 90212 (424) 253-1773

STEVE WOLOSKY, ESQ.
ELIZABETH GONZALEZ-SUSSMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 11, 2019
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

## CUSIP No. 629337106

	NAME OF DEPOPE	INC DEDCOM		
1	NAME OF REPORTING PERSON			
	Logica Daytneys I D I			
2	Legion Partners, L.P. I			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$			
			(b) 🗆	
3	SEC USE ONLY			
3	SEC USE ONLI			
4	SOURCE OF FUNDS			
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	WC			
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	- 1			
	Delaware	T		
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH	O	SHARED VOTING FOWER		
REPORTING		2,951,495		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		SOLL DISTOSTITULI CONTEN		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		2,951,495		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,951,495			
12	CHECK BOX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
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13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	6.98%			
14	TYPE OF REPORTIN	NG PERSON		
14	TIL OF KEI OKIII	10 1 1110011		
	PN			

## CUSIP No. 629337106

1	NAME OF REPORTI	NG PERSON		
	Legion Partners	. L.P. II		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □			
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
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	WC	CLOCURE OF LEGAL PROCEEDINGS IS REQUIRED BURGLANTE TO ITEM OVIDOR		
5	2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHID OD DI	ACE OF ORGANIZATION		
U	CITIZENSIIIF OR FI	ACE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		163,119		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	10	OTTINED DISTOSTITUE TO WER		
	A CODECATE AN ON	163,119		
11	AGGREGATE AMOU	JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	163,119			
12	CHECK BOX IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTIN	IG PERSON		
	DV			
	PN			

1	NAME OF DEDODT	TINC DEDSON		
1	NAME OF REPORTING PERSON			
	Legion Partners Special Opportunities, L.P. XI			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)			
_			(b) □	
			•	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	WC			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
_	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	,	SOLE VOING TOWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		770,703 SOLE DISPOSITIVE POWER		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		770,703		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	770,703			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П	
12	CILCR DOX II' III	ENGLISHE MICONI IN NOW (II) ENGLISHED GERMAN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
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1.4	1.82%	NC DEDCOM		
14	TYPE OF REPORTI	NG PERSUN		
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1	NAME OF DEDODT	INC DEDSON		
1	NAME OF REPORTING PERSON			
	Legion Partners, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)			
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
7	SOURCE OF TOND			
	AF			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
Ŭ	GITIZEIVOIIII ORT	ENGL OF GROWING		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH		SHAKED VOINGTOWEK		
REPORTING		3,885,317		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
		3,885,317		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2 22 245			
12	3,885,317	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK BUX IF IH	E AGGREGATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHARES	Ц	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	9.18%	VIO PETRONY		
14	TYPE OF REPORTI	NG PERSON		
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1	NAME OF REPORT	ING PERSON	
	Legion Partner	s Asset Management, LLC	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	AF		
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(0)		
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH		2.00-2.1-	
REPORTING PERSON WITH	9	3,885,317 SOLE DISPOSITIVE POWER	
TEROOT WITH		SOLE BISI CSITIVE I OWEK	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		3,885,317	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,885,317		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
- 14	9.18%	NG PERCON	
14	TYPE OF REPORTI	NG PERSUN	
	IA		

1	NAME OF REPORT	ING PERSON	
	Legion Partners	s Holdings, LLC	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	S	
5	CHECK BOX IF DIS 2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		3,885,617	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		3,885,617	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,885,617		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	9.18%		
14	TYPE OF REPORTIN	NG PERSON	
	OO		

1	NAME OF REPORT	ING PERSON	
	Christopher S.	Kiper	
2		DPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS	S	
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		3,885,617	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		3,885,617	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,885,617		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	9.18%		
14	TYPE OF REPORTIN	NG PERSON	
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1	NAME OF REPORTI	NC PERSON	
1	While of Reform	NO LEGON	
	Raymond Whit	e	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$		
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	AF		
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e)	obsorbed Edold Inochesinos is indenina Folicolnii Io III 2(d) on	
	(-)		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
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NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		3,885,617	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		3,885,617	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	-
	3,885,617		
12	CHECK BOX IF THI	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
10	1 ZROLIVI OI GLAS	o representation transfer (11)	
	9.18%		
14	TYPE OF REPORTIN	NG PERSON	
	IN		

#### CUSIP No. 629337106

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned (the "Amendment No. 5"). This Amendment No. 5 amends and restates the Schedule 13D as specifically set forth herein.

#### Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended to add the following:

On December 11, 2019, the Financing Transaction closed and the Series B Preferred Stock and Warrants were issued pursuant to the terms of the Purchase Agreement. The Warrants held by the Legion Investors may not be exercised until following the first meeting of stockholders of the Issuer at which a vote is held on a proposal with respect to the Stockholder Approval.

Copies of the Certificate of Designation, the Warrants and the Registration Rights Agreement, which are defined and described in Amendment No. 4 to the Schedule 13D, are filed as Exhibit 3.1, Exhibit 4.1 and Exhibit 10.2, respectively, in the Issuer's Form 8-K filed with the Securities and Exchange Commission (the "SEC") on December 11, 2019 and are incorporated herein by reference.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.</u>

Item 6 is hereby amended to add the following:

Item 4 as disclosed in this Amendment No. 5 is incorporated herein by reference.

#### Item 7. <u>Material to be Filed as Exhibits</u>.

Item 7 is hereby amended to add the following exhibits:

- 99.1 Certificate of Designation of Series B Convertible Preferred Stock, dated December 11, 2019 (incorporated by reference to Exhibit 3.1 of the Issuer's Current Report on Form 8-K filed with SEC on December 11, 2019).
- 99.2 Form of Common Stock Purchase Warrant, dated December 11, 2019 (incorporated by reference to Exhibit 4.1 of the Issuer's Current Report on Form 8-K filed with SEC on December 11, 2019).
- 99.3 Registration Rights Agreement, dated December 11, 2019 (incorporated by reference to Exhibit 10.2 of the Issuer's Current Report on Form 8-K filed with SEC on December 11, 2019).

### **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 13, 2019

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners Special Opportunities, L.P. XI

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Director

Legion Partners, LLC

By: Legion Partners Holdings, LLC

Managing Member

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners Asset Management, LLC

By:

/s/ Christopher S. Kiper
Name: Christopher S. Kiper
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Managing Member Title:

/s/ Christopher S. Kiper Christopher S. Kiper

/s/ Raymond White

Raymond White