# 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. 9)<sup>1</sup>

<u>NN, Inc.</u> (Name of Issuer)

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

<u>629337106</u> (CUSIP Number) CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 12121 Wilshire Blvd, Suite 1240 Los Angeles, CA 90025 (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)

<u>February 22, 2022</u> (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.

<sup>&</sup>lt;sup>1</sup> 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

1	NAME OF REPO	RTING PERSON		
	Legion Partners, L.P. I			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)			
			(b) 🗆	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUN	SOURCE OF FUNDS		
	WC			
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OF	R PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	3,181,582 SOLE DISPOSITIVE POWER		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		3,181,582		
11	AGGREGATE AM	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	3,181,582*			
12		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	7.35%			
14	TYPE OF REPOR	TING PERSON		
	PN			

\* Includes 214,095 Shares underlying certain Warrants beneficially owned by Legion Partners, L.P. I.

2

	1		
1	NAME OF REPORTING PERSON		
	Logion Douter		
2	Legion Partners, L.P. II   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   (a) □		
2	CHECK THE APPE	COPRIALE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUNI	20	
4	SUUKLE OF FUNDS		
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
-			
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH	-		
REPORTING		248,392	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
	-		
		248,392	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	248,392*		
12			
_			
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORT	ING PERSON	
	PN		

\* Includes 10,905 Shares underlying certain Warrants beneficially owned by Legion Partners, L.P. II.

3

1	NAME OF REPOR	TING PERSON	
	Legion Partners Special Opportunities, L.P. XI		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)		
2			(a) □ (b) □
			(0) 🗆
3	SEC USE ONLY		
5	SEC USE ONEI		
4	SOURCE OF FUNI	DS	
	WC		
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6		PLACE OF ORGANIZATION	
0	CITIZENSIIIF OK	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		868,877	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
	10		
		868,877	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	868,877		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	DEDCENTOECIA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
12	FERCENT OF CLA	A35  Kerkesented di Aniount in Kow (11)	
	2.01%		
14	TYPE OF REPORT	'ING PERSON	
	PN		

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1	NAME OF REPORTING PERSON		
	Legion Partners, LLC		
2			(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUN	ns	
-	SOURCE OF FOR		
	AF		
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
_	2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING			
PERSON WITH	0	4,298,851 SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
	10	Shirked Dist Ostitive Fower	
		4,298,851	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,298,851*		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
			<u>_</u>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.94%		
14	TYPE OF REPORT	ING PERSON	
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	00		

	+		
1	NAME OF REPOR	RTING PERSON	
	Larian Deuteran Accel Management LLC		
	Legion Partners Asset Management, LLC   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □		
2			(a) □
			(b) 🗆
3	SEC USE ONLY		
J	SEC USE UNLI		
4	SOURCE OF FUN	DS	
	AF		
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENCIUS OS		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	1	SOLE VOTING FOWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		4,298,851	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		4,298,851	
11	ACCRECATE AM	4,296,651 IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AUGREGATE AN	IOUNT DENERGIALET OWNED DT EACH AETOATING TERSON	
	4,298,851*		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CL.	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.94%		
14	TYPE OF REPORT	TING PERSON	
	IA		
	IA		

1	NAME OF REPO	RTING PERSON	
	Legion Darmers Holdings, LLC		
	Legion Partners Holdings, LLC   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) □		
2			(a) □ (b) □
			(0) 🗆
3	SEC USE ONLY		
5	SEC USE ONEI		
4	SOURCE OF FUI	NDS	
	AF		
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF	₹ □
	2(e)		
6		R PLACE OF ORGANIZATION	
0		VPLACE OF ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		4,299,151	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		4,299,151	
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,299,151*		
12	CHECK BOX IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
10			
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.94%		
14	TYPE OF REPOR	TING PERSON	
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	00		

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1	NAME OF REPO	RTING PERSON	
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2			(a) □
			(b) 🗆
3	SEC USE ONLY		
5	SEC USE UNLY		
4	SOURCE OF FUNDS		
	AF		
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENCUUD OI	R PLACE OF ORGANIZATION	
6	CITIZENSHIP OF	A PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	,		
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		4,299,151	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		4,299,151	
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,299,151*		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	0.040/		
14	9.94% TYPE OF REPOR	TINC DERSON	
14	I I FE OF KEPON		
	IN		
L			

1	NAME OF REPO	RTING PERSON	
	Raymond White		
2			(a) □
			(b) 🗆
3	SEC USE ONLY		
5	SEC USE UNLY		
4	SOURCE OF FUNDS		
	AF		
5	CHECK BOX IF I	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OF	R PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	SOLE VOTING FOWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		4,299,151	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		4 200 151	
11		4,299,151 AOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGALE AN	MOUNT DENEFICIALET OWNED DI EACH KEPUKIHNG PERSON	
	4,299,151*		
12			
			—
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	9.94%		
14	TYPE OF REPOR	TING PERSON	
	TNT		
	IN		

## CUSIP No. 629337106

The following constitutes Amendment No. 9 to the Schedule 13D filed by the undersigned (the "Amendment No. 9"). This Amendment No. 9 amends and restates the Schedule 13D as specifically set forth herein.

#### 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:

Legion Partners I has entered into certain cash-settled total return swap agreements with Normura Global Financial Products Inc. ("Nomura") as the counterparty (the "Swap Agreements"). The swaps with Nomura constitute economic exposure to an aggregate of 1,607,376 notional Shares, representing approximately 3.72% of the outstanding Shares, which swaps have a maturity date of January 30, 2025 and a weighted average reference price of \$3.6761<sup>1</sup> per Share. The Swap Agreements provide Legion Partners I with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the Shares that are the subject of the Swap Agreements. The Reporting Persons disclaim beneficial ownership of the Shares that are the subject of the Swap Agreements.

Legion Partners II has entered into certain Swap Agreements with Nomura. The swaps with Nomura constitute economic exposure to an aggregate of 129,923 notional Shares, representing less than 1% of the outstanding Shares, which swaps have a maturity date of January 30, 2025 and a weighted average reference price of \$3.6558<sup>2</sup> per Share. The Swap Agreements provide Legion Partners II with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the Shares that are the subject of the Swap Agreements. The Reporting Persons disclaim beneficial ownership of the Shares that are the subject of the Swap Agreements.

 $^2$  The reference price reported for these swaps is a weighted average price. These swaps were entered into at reference prices ranging from \$2.5699 to \$4.2624 per Share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of notional shares at each separate reference price for each swap within the range set forth in this footnote 2.

<sup>&</sup>lt;sup>1</sup> The reference price reported for these swaps is a weighted average price. These swaps were entered into at reference prices ranging from \$2.5699 to \$4.2624 per Share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of notional shares at each separate reference price for each swap within the range set forth in this footnote 1.

## **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: February 24, 2022

<b>D</b>	Levier D	the set Management IIC
By:	Legion Pa Investmer	rtners Asset Management, LLC
	mvesuner	I AUVISOF
By:	/s/ Christo	pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Director
Legio	n Partners, L.	P. II
By:	Legion Pa	rtners Asset Management, LLC
-	Investmer	
By:	/s/ Christo	pher S. Kiper
	Name:	Christopher S. Kiper
	Title:	Managing Director
By:	Legion Pa	rtners Asset Management, LLC
	Investmer	
Bv:	Investmer	tt Advisor
By:	Investmer	nt Advisor pher S. Kiper
By:	Investmer	tt Advisor
J	Investmer /s/ Christo Name:	nt Advisor opher S. Kiper Christopher S. Kiper Managing Director
Legio	Investmer /s/ Christo Name: Title: n Partners, LI	nt Advisor opher S. Kiper Christopher S. Kiper Managing Director
J	Investmer /s/ Christo Name: Title: n Partners, LI	nt Advisor opher S. Kiper Christopher S. Kiper Managing Director LC rtners Holdings, LLC
Legion By:	Investmen /s/ Christo Name: Title: n Partners, LI Legion Pa Managing	nt Advisor pher S. Kiper Christopher S. Kiper Managing Director LC rtners Holdings, LLC Member
Legio	Investmen /s/ Christo Name: Title: n Partners, LI Legion Pa Managing	nt Advisor opher S. Kiper Christopher S. Kiper Managing Director LC rtners Holdings, LLC
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Legion Partners Holdings, LLC

By:	/s/ Christo	pher S. Kiper	
	Namo	Christophor S	k

Name:	Christopher S. Kiper
Title:	Managing Member

/s/ Christopher S. Kiper Christopher S. Kiper

/s/ Raymond White Raymond White