

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>Legion Partners Holdings, LLC</u>  (Last) (First) (Middle) 12121 WILSHIRE BLVD. SUITE 1240  (Street) LOS ANGELES CA 90025  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/06/2025	3. Issuer Name and Ticker or Trading Symbol <u>NN INC [ NNBR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	3,519,420	I	By: Legion Partners, L.P. I <sup>(2)</sup>
Common Stock <sup>(1)</sup>	395,144	I	By: Legion Partners, L.P. II <sup>(3)</sup>
Common Stock <sup>(1)</sup>	877,065	I	By: Legion Partners Special Opportunities, L.P. XI <sup>(4)</sup>
Common Stock <sup>(1)</sup>	300	I	By: Legion Partners Holdings, LLC <sup>(5)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants <sup>(1)</sup>	05/20/2020	12/11/2026	Common Stock	214,095	11.03	I	By: Legion Partners, L.P. I <sup>(2)</sup>
Warrants <sup>(1)</sup>	05/20/2020	12/11/2026	Common Stock	10,905	11.03	I	By: Legion Partners, L.P. II <sup>(3)</sup>
Cash-Settled Total Return Swap <sup>(1)</sup>	(6)	01/30/2029	Common Stock	2,757,857	2.9853 <sup>(7)</sup>	I	By: Legion Partners, L.P. I <sup>(2)</sup>
Cash-Settled Total Return Swap <sup>(1)</sup>	(6)	01/30/2029	Common Stock	246,975	2.9327 <sup>(7)</sup>	I	By: Legion Partners, L.P. II <sup>(3)</sup>

1. Name and Address of Reporting Person* <u>Legion Partners Holdings, LLC</u>  (Last) (First) (Middle) 12121 WILSHIRE BLVD.
---

SUITE 1240

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, L.P. I](#)

(Last) (First) (Middle)

12121 WILSHIRE BLVD.  
SUITE 1240

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, L.P. II](#)

(Last) (First) (Middle)

12121 WILSHIRE BLVD.  
SUITE 1240

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners Special Opportunities,  
L.P. XI](#)

(Last) (First) (Middle)

12121 WILSHIRE BLVD.  
SUITE 1240

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, LLC](#)

(Last) (First) (Middle)

12121 WILSHIRE BLVD.  
SUITE 1240

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners Asset Management, LLC](#)

(Last) (First) (Middle)

12121 WILSHIRE BLVD.  
SUITE 1240

(Street)		
LOS ANGELES CA		90025
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<u>Kiper Christopher S</u>		
<hr/>		
(Last)	(First)	(Middle)
12121 WILSHIRE BLVD		
SUITE 1240		
<hr/>		
(Street)		
LOS ANGELES CA		90025
<hr/>		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person *		
<u>White Raymond T.</u>		
<hr/>		
(Last)	(First)	(Middle)
12121 WILSHIRE BLVD.		
SUITE 1240		
<hr/>		
(Street)		
LOS ANGELES CA		90025
<hr/>		
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This Form 3 is filed jointly by Legion Partners, L.P. I ("Legion Partners I"), Legion Partners, L.P. II ("Legion Partners II"), Legion Partners Special Opportunities, L.P. XI ("Legion Partners Special Opportunities"), Legion Partners, LLC ("General Partner"), Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), Legion Partners Holdings, LLC ("Legion Partners Holdings"), Christopher S. Kiper and Raymond T. White (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of common stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. Securities owned directly by Legion Partners I. General Partner is the general partner of Legion Partners I, Legion Partners Asset Management is the investment advisor of Legion Partners I, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners I.
3. Securities owned directly by Legion Partners II. General Partner is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners II.
4. Securities owned directly by Legion Partners Special Opportunities. General Partner is the general partner of Legion Partners Special Opportunities, Legion Partners Asset Management is the investment advisor of Legion Partners Special Opportunities, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. White and Kiper are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. White and Kiper may be deemed to beneficially own the securities owned directly by Legion Partners Special Opportunities.
5. Securities owned directly by Legion Partners Holdings. As managing members of Legion Partners Holdings, Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners Holdings.
6. Represent certain cash-settled total return swap agreements (the "Swap Agreements") with an unaffiliated third party financial institution, which provide economic exposure to the number of notional shares set forth in Column 3. The Swap Agreements provide the holder thereof with economic results that are comparable to the economic results of ownership but do not provide the power to vote or direct the voting or dispose of or direct the disposition of the shares of common stock that are the subject of the Swap Agreements (the "Subject Shares"). The Reporting Persons do not have the right or ability to convert the Subject Shares into shares of common stock at any time. Each Reporting Person expressly disclaims beneficial ownership of the Subject Shares except to the extent of his or its pecuniary interest therein.
7. Represents the reference price associated with the applicable Swap Agreement.

**Remarks:**

This Form 3 is being filed solely due to a decrease in the number of shares of the Issuer outstanding and not as a result of any acquisition of securities by the Reporting Persons.

Legion Partners Holdings, LLC, By: /s/ Christopher S. Kiper, Managing Member 04/21/2025

Legion Partners, L.P. I, By: Legion Partners Asset Management, LLC, By: /s/ Christopher S. Kiper, Managing Director 04/21/2025

Legion Partners, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ 04/21/2025

<u>Christopher S. Kiper,</u> <u>Managing Director</u>	
<u>Legion Partners Special</u> <u>Opportunities, L.P. XI, By:</u> <u>Legion Partners Asset</u> <u>Management, LLC, By: /s/</u>	<u>04/21/2025</u>
<u>Christopher S. Kiper,</u> <u>Managing Director</u>	
<u>Legion Partners, LLC, By:</u> <u>Legion Partners Holdings,</u> <u>LLC, By: /s/ Christopher</u>	<u>04/21/2025</u>
<u>S. Kiper, Managing</u> <u>Member</u>	
<u>Legion Partners Asset</u> <u>Management, LLC, By: /s/</u>	<u>04/21/2025</u>
<u>Christopher S. Kiper,</u> <u>Managing Director</u>	
<u>/s/ Christopher S. Kiper</u>	<u>04/21/2025</u>
<u>/s/ Raymond White</u>	<u>04/21/2025</u>
** Signature of Reporting Person	Date

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 5 (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 Number.**