

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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>Qualters Christopher J.</u>			2. Issuer Name and Ticker or Trading Symbol <u>NN INC [NNBR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive VP of Life Sciences</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/18/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>6210 ARDREY KELL ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>CHARLOTTE NC 28277</u>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>02/18/2020</u>		<u>A⁽¹⁾</u>		<u>54,377</u>	<u>A</u>	<u>\$0.00</u>	<u>77,414</u>	<u>D</u>	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Performance Rights</u>	<u>(2)</u>	<u>02/18/2020</u>		<u>A</u>		<u>11,988</u>		<u>(3)</u>	<u>(3)</u>	<u>Common Stock</u>	<u>11,988</u>	<u>\$0.00</u>	<u>11,988</u>	<u>D</u>	

Explanation of Responses:

- Shares are restricted stock with 13,590 shares vesting in three equal annual installments beginning on February 18, 2021 with the remaining 40,783 shares vesting in full on February 18, 2021.
- Each performance right represents a contingent right to receive one share of common stock of NN, Inc. (the "Issuer").
- The performance rights will vest pursuant to the terms and subject to the conditions set forth in the Issuer's 2019 Omnibus Incentive Plan and the applicable Performance Share Unit Award Agreement 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, 2020 and ending December 31, 2022. The 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.

Remarks:

/s/ Matthew S. Heiter by Power of Attorney 02/20/2020

** 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 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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