SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bur	den
hours per response:	0.5

Section 2	nis box if no lon 16. Form 4 or F ns may continu on 1(b).	orm 5	STA		ed purs	uant	to Section	16(a)	of the Se	ecuriti	NEFICIA ies Exchang mpany Act o	ge Act of :		RSF	ΗP	Estim		er: verage burde sponse:	3235-0287 n 0.5	
	l Address of F <mark>latthew S</mark>	Reporting Person*					Name and IC [NN			ding S	ymbol				k all applica Director	able)	g Pers	on(s) to Iss 10% O	wner	
(Last) 6210 ARE	(Firs	,	Middle)			ate of 28/20	f Earliest 1 022	Fransa	action (Mo	onth/E	Day/Year)			X	below)	give title	Gene	Other (below) ral Couns		
(Street) CHARLO (City)	OTTE NC		8277 Zip)		4. If	Ame	ndment, D	ate of	Original	Filed	(Month/Day	y/Year)		6. Indi Line) X	Form fil	ed by One	e Repo	(Check Ap orting Perso One Repo	n	
		Tab	e I - Noi	1-Deriv	ative	Se	curities	Acc	quired,	Dis	posed o	f, or Be	nefic	ially	Owned					
1. Title of Se	ecurity (Instr.	3)		2. Trans Date (Month/I		ar) E	2A. Deeme Execution if any [Month/Day	Date,	3. Transa Code (8)		4. Securiti Disposed 5)				5. Amoun Securities Beneficia Owned Fe	s Ily	Form (D) or	vnership I: Direct I Indirect str. 4)	t Beneficial Ownership	
									Code	v	Amount	(A) c (D)	r Pri	се	Reported Transacti (Instr. 3 a				(Instr. 4)	
Common S	Stock			03/28	3/2022	2			A ⁽¹⁾		47,619	A		\$ <mark>0</mark>	130,	965		D		
		т									osed of, onvertib				wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Execution if any (Month/Da	Date,	4. Transa Code (8)			ive ies ed ed nstr.	6. Date E Expiratio (Month/E	on Dat		7. Title a of Secur Underlyi Derivativ (Instr. 3	ities ng re Secu		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securitie Beneficia Owned Following Reported Transacti (Instr. 4)	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficia Ownershi (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	Amo or Num of Shar	ber						
Performance Rights	(2)	03/28/2022			A		44,670		(3)		(3)	Common Stock	44,6	570	\$ <mark>0</mark>	44,67	70	D		

Explanation of Responses:

1. Shares are restricted stock and vest in three equal annual installments beginning on March 28, 2023.

2. Each performance right represents a contingent right to receive one share of common stock of NN, Inc. (the "Issuer").

3. 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 a custom S&P "MicroCap" Capital Goods Index over the period beginning on January 1, 2022 and ending December 31, 2024. The performance rights granted represent the right to receive the target shares, and actual performance rights earned may be between 25% and 150% of the target shares.

Remarks:

/c/	Matthew S. Heiter
131	mannew 0. mener

** Signature of Reporting Person

03/3<u>0/2022</u>

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.

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.