

**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>KENNEDY JOHN C</u>  (Last) (First) (Middle) 2000 WATERS EDGE DRIVE, BUILDING C, SUITE 12  (Street) JOHNSON TN 37604 CITY (State) (Zip)  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/29/2014	3. Issuer Name and Ticker or Trading Symbol <u>NN INC [ NNBR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 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) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	1,088,956 <sup>(1)(2)</sup>	D	
Common Stock	100	I	By wife
Common Stock	20	I	By son

**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			

**Explanation of Responses:**

- The Reporting Person acquired 1,086,956 shares of issuer common stock in exchange for the Reporting Person's equity interest in Autocam Corporation, a Michigan corporation ("Autocam"), which merged into a subsidiary of the issuer (the "Merger") pursuant to the terms of that certain Agreement and Plan of Merger (the "Merger Agreement") among the issuer, PMC Global Acquisition Corporation, a Michigan corporation, Autocam, Newport Global Advisors, L.P., a Delaware limited partnership, and the Reporting Person. (Continued to footnote 2)
- The shares of issuer common stock were issued at a fixed value of \$23 per share. 652,174 shares of issuer common stock are currently being held in escrow and are subject to forfeiture to satisfy claims arising due to any post-closing purchase price adjustment made pursuant to the Merger Agreement or due to Autocam's breach of any of its representations, warranties or covenants in the Merger Agreement. The Reporting Person became a Section 16 reporting person after the effective time of the merger.

**Remarks:**

Power of Attorney is attached to this Form 3 as Exhibit 24.

/s/ John C. Kennedy

09/08/2014

\*\* 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of William C. Kelly, Jr., Thomas C. Burwell, Jr., James H. Dorton, Matthew S. Heiter and Andrew T. Yonchak, or either of them signing singly, and with full power of substitution, as the undersigned's true and lawful attorney-in-fact (each, individually, an "Attorney-in-Fact" and collectively, the "Attorneys-in-Fact") to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director of NN, Inc., a Delaware corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules and regulations of the United States Securities and Exchange Commission (the "SEC") thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4, or 5, including filing and applying for and updating any accession, CCC, and CIK filing codes (including filing SEC Form ID (or any similar form)), completing and executing any amendment or amendments thereto, and timely filing any such form with the SEC and any stock exchange or similar regulatory authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such Attorney-in-Fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such Attorney-in-Fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such Attorney-in-Fact may approve in such Attorney-in-Fact's discretion.

The undersigned hereby grants to each such Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such Attorney-in-Fact, or such Attorney-in-Fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing Attorneys-in-Fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing Attorneys-in-Fact.

This Power of Attorney revokes any currently existing power of attorney solely to the extent any such currently existing power of attorney gives the agent(s) designated therein the power or authority to do or perform any act or thing in the exercise of any of the rights and powers herein granted. This Power of Attorney shall not be revoked by any subsequent power of attorney I may execute, unless such subsequent power specifically refers to this Power of Attorney or specifically states that the instrument is intended to revoke all prior powers of attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of August, 2014.

/s/ John C. Kennedy

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JOHN C. KENNEDY