SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 16)*

NN INC

(Name of Issuer)

Common Stock, par value $0.01 per share

(Title of Class of Securities)

(CUSIP Number)

CHRISTOPHER S. KIPER
LEGION PARTNERS ASSET MANAGEMENT, LLC, 12121 Wilshire Blvd, Suite 1240
Los Angeles, CA, 90025
424-253-1773

RYAN NEBEL
OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas
New York, NY, 10019
212-451-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

07/29/2026

(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(f) or 240.13d-1(g), check the following box. ☐

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).

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Legion Partners, L.P. I
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power 0.00
	8 Shared Voting Power 3,733,515.00
	9 Sole Dispositive Power 0.00
	10 Shared Dispositive Power 3,733,515.00
11	Aggregate amount beneficially owned by each reporting person 3,733,515.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 4.8 %
14	Type of Reporting Person (See Instructions) PN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Legion Partners, L.P. II
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

	☐
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 406,049.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 406,049.00

11	Aggregate amount beneficially owned by each reporting person 406,049.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 0.5 %
14	Type of Reporting Person (See Instructions) PN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Legion Partners Special Opportunities, L.P. XI
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)
3	SEC use only
4	Source of funds (See Instructions) WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐
6	Citizenship or place of organization DELAWARE

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 858,283.00
	9	Sole Dispositive Power 0.00

		10	Shared Dispositive Power 858,283.00
11	Aggregate amount beneficially owned by each reporting person 858,283.00		
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐		
13	Percent of class represented by amount in Row (11) 1.1 %		
14	Type of Reporting Person (See Instructions) PN		

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Legion Partners, LLC		
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)		
3	SEC use only		
4	Source of funds (See Instructions) AF		
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐		
6	Citizenship or place of organization DELAWARE		
Number of Shares Beneficially Owned by Each Reporting Person With:		7	Sole Voting Power 0.00
		8	Shared Voting Power 4,997,847.00
		9	Sole Dispositive Power 0.00
		10	Shared Dispositive Power 4,997,847.00
11	Aggregate amount beneficially owned by each reporting person 4,997,847.00		
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐		
13	Percent of class represented by amount in Row (11) 6.5 %		
14	Type of Reporting Person (See Instructions)		

OO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Legion Partners Asset Management, LLC		
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)		
3	SEC use only		
4	Source of funds (See Instructions) AF, OO		
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐		
6	Citizenship or place of organization DELAWARE		
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00	
	8	Shared Voting Power 5,046,926.00	
	9	Sole Dispositive Power 0.00	
	10	Shared Dispositive Power 5,046,926.00	
11	Aggregate amount beneficially owned by each reporting person 5,046,926.00		
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐		
13	Percent of class represented by amount in Row (11) 6.5 %		
14	Type of Reporting Person (See Instructions) IA, OO		

SCHEDULE 13D

CUSIP No.

1	Name of reporting person

	Legion Partners Holdings, LLC		
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)		
3	SEC use only		
4	Source of funds (See Instructions) AF, WC, OO		
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐		
6	Citizenship or place of organization DELAWARE		
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00	
	8	Shared Voting Power 5,047,226.00	
	9	Sole Dispositive Power 0.00	
	10	Shared Dispositive Power 5,047,226.00	
11	Aggregate amount beneficially owned by each reporting person 5,047,226.00		
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐		
13	Percent of class represented by amount in Row (11) 6.5 %		
14	Type of Reporting Person (See Instructions) OO		

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Kiper Christopher S	
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) AF, OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization	

6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 5,047,226.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 5,047,226.00
11	Aggregate amount beneficially owned by each reporting person 5,047,226.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 6.5 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

CUSIP No.

1	Name of reporting person White Raymond T.	
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) AF, OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 5,047,226.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power

5,047,226.00

11	Aggregate amount beneficially owned by each reporting person 5,047,226.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐
13	Percent of class represented by amount in Row (11) 6.5 %
14	Type of Reporting Person (See Instructions) IN

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value $0.01 per share

(b) Name of Issuer:

NN INC

(c) Address of Issuer's Principal Executive Offices:

6210 ARDREY KELL ROAD, SUITE 120, CHARLOTTE, NORTH CAROLINA , 28277.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated in its entirety as follows: The securities of the Issuer purchased by each of Legion Partners I, Legion Partners II, Legion Partners XI and Legion Partners Holdings were purchased with working capital. The aggregate purchase price of the 3,519,420 Shares owned directly by Legion Partners I is approximately $32,766,696, including brokerage commissions. The aggregate purchase price of the 214,095 Shares underlying certain Warrants (as previously defined and described in Amendment No. 4 to the Schedule 13D) owned directly by Legion Partners I is approximately $155,283, including brokerage commissions. The aggregate purchase price of the 395,144 Shares owned directly by Legion Partners II is approximately $934,088, including brokerage commissions. The aggregate purchase price of the 10,905 Shares underlying certain Warrants owned directly by Legion Partners II is approximately $7,909, including brokerage commissions. The aggregate purchase price of the 858,283 Shares owned directly by Legion Partners XI is approximately $7,483,246, including brokerage commissions. The aggregate purchase price of the 300 Shares owned directly by Legion Partners Holdings is approximately $2,568, including brokerage commissions. Mr. White was awarded 49,079 shares of restricted stock in connection with his service as a director of the Issuer, which vested on July 29, 2026, as further described in Item 4. Because Mr. White served on the Board as a representative of Legion Partners Asset Management and the Reporting Persons, he does not have a right to any economic interest in securities of the Issuer granted to him by the Issuer in respect of his former Board position. As a result, when the Issuer delivered such securities to Mr. White, Legion Partners Asset Management was entitled to receive all of the economic interests in securities granted to Mr. White by the Issuer in respect of Mr. White's former Board position, for no consideration.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following: On July 29, 2026, the Reporting Persons entered into a letter agreement with the Issuer (the "Letter Agreement"). Pursuant to the Letter Agreement, the Issuer agreed to immediately accelerate the vesting of the 49,079 shares of the Issuer's restricted stock awarded on March 18, 2026 to Mr. White in connection with his service as a director of the Issuer. In addition, the Reporting Persons irrevocably waived their replacement rights pursuant to Section 1(f) of the Cooperation Agreement (as defined and described in Amendment No. 13 to the Schedule 13D) and acknowledged that the Issuer's obligations under Section 1 of the Cooperation Agreement have been terminated. The foregoing description of the Letter Agreement does not purport to be complete and is qualified in its entirety by reference to the Letter Agreement, which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) is hereby amended and restated in its entirety as follows: The aggregate percentage of Shares reported owned by each person named herein is based on a denominator that is the sum of: (i) 77,083,705 Shares outstanding as of July 2, 2026, which is the total number of Shares outstanding as reported in the Issuer's Prospectus filed pursuant to Rule 424(b)(3) with the Securities and Exchange Commission on July 21, 2026, (ii) the Shares underlying the Warrants that may be exercised by the Reporting Persons, as applicable, and (iii) the shares of restricted stock awarded to Mr. White, as applicable. As of the date hereof, Legion Partners I beneficially owned directly 3,733,515 Shares, including 214,095 Shares underlying certain Warrants, representing approximately 4.8% of the outstanding Shares. As of the date hereof, Legion Partners II beneficially owned directly 406,049 Shares, including 10,905 Shares underlying certain Warrants, representing approximately 0.5% of the outstanding Shares. As of the date hereof, Legion Partners XI beneficially owned directly 858,283 Shares, representing approximately 1.1% of the outstanding Shares. Legion Partners, LLC, as the general partner of each of Legion Partners I, Legion Partners II and Legion Partners XI, may be deemed the beneficial owner of the (i) 3,733,515 Shares beneficially owned directly by Legion Partners I, (ii) 406,049 Shares beneficially owned directly by Legion Partners II and (iii) 858,283 Shares beneficially owned directly by Legion Partners XI, representing approximately 6.5% of the outstanding Shares. As of the date hereof, Legion Partners Asset Management may be deemed to beneficially own 49,079 Shares that were granted to Mr. White by the Issuer in his capacity as a director of the Issuer, as further explained in Item 3. As the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners XI, Legion Partners Asset Management may be deemed the beneficial owner of the (i) 3,733,515 Shares beneficially owned directly by Legion Partners I, (ii) 406,049 Shares beneficially owned directly by Legion Partners II and (iii) 858,283 Shares beneficially owned directly by Legion Partners XI, representing approximately 6.5% of the outstanding Shares. As of the date hereof, Legion Partners Holdings beneficially owned directly 300 Shares. In addition, as the sole member of Legion Partners Asset Management and the sole member of Legion Partners, LLC, Legion Partners Holdings may be deemed the beneficial owner of the (i) 3,733,515 Shares beneficially owned directly by Legion Partners I, (ii) 406,049 Shares beneficially owned directly by Legion Partners II, (iii) 858,283 Shares beneficially owned directly by Legion Partners XI and (iv) 49,079 Shares beneficially owned by Legion Partners Asset Management that were granted to Mr. White by the Issuer in his capacity as a director of the Issuer, representing approximately 6.5% of the outstanding Shares. Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 3,733,515 Shares beneficially owned directly by Legion Partners I, (ii) 406,049 Shares beneficially owned directly by Legion Partners II, (iii) 858,283 Shares beneficially owned directly by Legion Partners XI, (iv) 300 Shares beneficially owned directly by Legion Partners Holdings and (v) 49,079 Shares beneficially owned by Legion Partners Asset Management that were granted to Mr. White by the Issuer in his capacity as a director of the Issuer, representing approximately 6.5% of the outstanding Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended to add the following: On July 29, 2026, the Reporting Persons and the Issuer entered into the Letter Agreement as defined and described in Item 4 above and attached as Exhibit 99.1 hereto

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit: 99.1 - Letter Agreement, dated July 29, 2026, by and among the Reporting Persons and the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Legion Partners, L.P. I

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Director of Legion Partners Asset Management, LLC, its Investment Advisor
Date: 07/31/2026

Legion Partners, L.P. II

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Director of Legion Partners Asset Management, LLC, its Investment Advisor
Date: 07/31/2026

Legion Partners Special Opportunities, L.P. XI

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Director of Legion Partners Asset Management, LLC, its Investment Advisor
Date: 07/31/2026

Legion Partners, LLC

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Member of

Legion Partners Holdings, LLC, its Managing Member
Date: 07/31/2026

Legion Partners Asset Management, LLC

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Director
Date: 07/31/2026

Legion Partners Holdings, LLC

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Member
Date: 07/31/2026

Kiper Christopher S

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper
Date: 07/31/2026

White Raymond T.

Signature: /s/ Raymond White
Name/Title: Raymond White
Date: 07/31/2026