
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 13)*

NN INC

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

629337106

(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)

01/16/2026

(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. 629337106

1 Name of reporting person
 Legion Partners, L.P. I
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 WC
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 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)
 7.4 %

14 Type of Reporting Person (See Instructions)
 PN

SCHEDULE 13D

CUSIP No. 629337106

1 Name of reporting person
 Legion Partners, L.P. II
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 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

7 Sole Voting Power
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With: 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)
 0.8 %

14 Type of Reporting Person (See Instructions)
 PN

SCHEDULE 13D

CUSIP No. 629337106

1 Name of reporting person
 Legion Partners Special Opportunities, L.P. XI
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 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

7 Sole Voting Power
 0.00

8 Shared Voting Power
 877,065.00

9 Sole Dispositive Power

Person With: 0.00
 Shared Dispositive Power
 10 877,065.00
 Aggregate amount beneficially owned by each reporting person
 11 877,065.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
 12
 Percent of class represented by amount in Row (11)
 13 1.7 %
 Type of Reporting Person (See Instructions)
 14 PN

SCHEDULE 13D

CUSIP No. 629337106

1 Name of reporting person
 Legion Partners, LLC
 Check the appropriate box if a member of a Group (See Instructions)
 2 (a)
 (b)
 3 SEC use only
 Source of funds (See Instructions)
 4 AF
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
 5
 Citizenship or place of organization
 6 DELAWARE
 Sole Voting Power
 7 0.00
 Number of Shares Beneficially Owned by Each Reporting Person With: 8 5,016,629.00
 Shared Voting Power
 Sole Dispositive Power
 9 0.00
 Shared Dispositive Power
 10 5,016,629.00
 Aggregate amount beneficially owned by each reporting person
 11 5,016,629.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
 12
 Percent of class represented by amount in Row (11)
 13

9.95 %
Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

CUSIP No. 629337106

Name of reporting person

1

Legion Partners Asset Management, LLC

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

AF

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially 8

Owned by

5,016,629.00

Each

Sole Dispositive Power

Reporting 9

Person

0.00

With:

Shared Dispositive Power

10

5,016,629.00

Aggregate amount beneficially owned by each reporting person

11

5,016,629.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

9.95 %

Type of Reporting Person (See Instructions)

14

IA, OO

SCHEDULE 13D

CUSIP No. 629337106

1 Name of reporting person
 Legion Partners Holdings, LLC
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 AF, WC
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
 Citizenship or place of organization

6 DELAWARE
 Sole Voting Power

7 0.00
 Shared Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 5,016,929.00
 Sole Dispositive Power

9 0.00
 Shared Dispositive Power

10 5,016,929.00
 Aggregate amount beneficially owned by each reporting person

11 5,016,929.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
 Percent of class represented by amount in Row (11)

13 9.95 %
 Type of Reporting Person (See Instructions)

14 OO

SCHEDULE 13D

CUSIP No. 629337106

1 Name of reporting person
 Kiper Christopher S
 Check the appropriate box if a member of a Group (See Instructions)

2 (a)
 (b)

3 SEC use only
 Source of funds (See Instructions)

4 AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization
 6
 UNITED STATES
 Sole Voting Power
 7
 0.00
 Number of Shares Beneficially Owned by Each Reporting Person
 With: 8
 Shared Voting Power
 5,016,929.00
 Sole Dispositive Power
 9
 0.00
 Shared Dispositive Power
 10
 5,016,929.00
 Aggregate amount beneficially owned by each reporting person
 11
 5,016,929.00
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
 12

 Percent of class represented by amount in Row (11)
 13
 9.95 %
 Type of Reporting Person (See Instructions)
 14
 IN

SCHEDULE 13D

CUSIP No. 629337106

1 Name of reporting person
 White Raymond T.
 Check the appropriate box if a member of a Group (See Instructions)
 2
 (a)
 (b)
 3 SEC use only
 Source of funds (See Instructions)
 4
 AF
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
 5

 Citizenship or place of organization
 6
 UNITED STATES
 Number of Shares Beneficially Owned by Each Reporting Person
 With: 7
 Sole Voting Power
 0.00
 Shared Voting Power
 8
 5,016,929.00
 Sole Dispositive Power
 9
 0.00

10 Shared Dispositive Power

5,016,929.00

Aggregate amount beneficially owned by each reporting person

5,016,929.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

9.95 %

Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.01 per share

Name of Issuer:

(b)

NN INC

Address of Issuer's Principal Executive Offices:

(c)

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

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following: On January 16, 2026, the Reporting Persons entered into a Cooperation Agreement (the "Cooperation Agreement") with the Issuer. Pursuant to the Cooperation Agreement, the Issuer increased the size of its board of directors (the "Board") from seven to eight directors and appointed Raymond T. White to fill the newly created directorship and to serve as a member of the Strategic Committee of the Board. Mr. White will serve as a director until the Issuer's 2026 annual meeting of stockholders, at which Mr. White will be a nominee of the Issuer and the Board will recommend that the Issuer's stockholders vote in favor of his election. Pursuant to the Cooperation Agreement, the Issuer has also agreed to nominate Mr. White at each annual meeting of the Issuer's stockholders held prior to the expiration of the Standstill Period (as defined below). Pursuant to the Cooperation Agreement, the Reporting Persons are subject to certain customary standstill restrictions, including that they will not acquire beneficial ownership of more than 19.9% of the outstanding Shares, from the date of the Cooperation Agreement until the earlier of (i) 30 days prior to the director nomination deadline for the Issuer's 2028 annual meeting of stockholders and (ii) 120 days prior to the first anniversary of the Issuer's 2027 annual meeting of stockholders (the "Standstill Period"). The Reporting Persons have also agreed to vote in a manner consistent with the recommendation of the Board; provided, however, that if Institutional Shareholder Services Inc. ("ISS") or Glass Lewis & Co., LLC ("Glass Lewis") recommend otherwise with respect to any proposals (other than as related to the election or removal of directors), the Reporting Persons are permitted to vote in accordance with the ISS or Glass Lewis recommendation; provided, further, that the Reporting Persons are permitted to vote in their sole discretion with respect to any Extraordinary Matter (as defined in the Cooperation Agreement). The foregoing description of the Cooperation Agreement does not purport to be complete and is qualified in its entirety by reference to the Cooperation 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 50,195,810 Shares outstanding as of October 24, 2025, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 29, 2025, plus the Shares underlying the Warrants that may be exercised by the Reporting Persons, 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 7.4% 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 0.8% of the outstanding Shares. As of the date hereof, Legion Partners XI beneficially owned directly 877,065 Shares, representing approximately 1.7% 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) 877,065 Shares beneficially

owned directly by Legion Partners XI, representing approximately 9.95% of the outstanding Shares. Legion Partners Asset Management, as the investment advisor 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) 877,065 Shares beneficially owned directly by Legion Partners XI, representing approximately 9.95% 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 and (iii) 877,065 Shares beneficially owned directly by Legion Partners XI, which, together with the Shares it directly beneficially owns, constitutes an aggregate of 5,016,929 Shares, representing approximately 9.95% 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) 877,065 Shares beneficially owned directly by Legion Partners XI and (iv) 300 Shares beneficially owned directly by Legion Partners Holdings, representing approximately 9.95% of the outstanding Shares.

(c) Item 5(c) is hereby amended and restated in its entirety as follows: There have been no transactions in the securities of the Issuer during the past 60 days by the Reporting Persons.

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

Item 6 is hereby amended to add the following: On January 16, 2026, the Reporting Persons and the Issuer entered into the Cooperation Agreement as defined and described in Item 4, which is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit: 99.1 - Cooperation Agreement, dated January 16, 2026, by and among the Reporting Persons and the Issuer (incorporated by reference to Ex. 10.1 to the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 20, 2026).

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
Christopher S. Kiper, Managing Director of
Name/Title: Legion Partners Asset Management, LLC, its
Investment Advisor
Date: 01/20/2026

Legion Partners, L.P. II

Signature: /s/ Christopher S. Kiper
Christopher S. Kiper, Managing Director of
Name/Title: Legion Partners Asset Management, LLC, its
Investment Advisor
Date: 01/20/2026

Legion Partners Special Opportunities, L.P. XI

Signature: /s/ Christopher S. Kiper
Christopher S. Kiper, Managing Director of
Name/Title: Legion Partners Asset Management, LLC, its
Investment Advisor
Date: 01/20/2026

Legion Partners, LLC

Signature: /s/ Christopher S. Kiper
Christopher S. Kiper, Managing Member of
Name/Title: Legion Partners Holdings, LLC, its Managing
Member
Date: 01/20/2026

Legion Partners Asset Management, LLC

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

Date: 01/20/2026

Legion Partners Holdings, LLC

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper, Managing Member

Date: 01/20/2026

Kiper Christopher S

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper

Date: 01/20/2026

White Raymond T.

Signature: /s/ Raymond White

Name/Title: Raymond White

Date: 01/20/2026