

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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*<br><u>Holder Richard D</u><br><br>(Last) (First) (Middle)<br><u>6210 ARDREY KELL ROAD</u><br><br>(Street)<br><u>CHARLOTTE NC 28277</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NN INC [ NNBR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>President &amp; CEO</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/14/2019</u> |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)  |   |   |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |  |
| Common Stock                    | 03/14/2019                           |  | A <sup>(1)</sup>               |   | 102,143   | A          | \$0.00 | 280,109   | D  |  |
| Common Stock                    | 03/14/2019                           |  | F                              |   | 3,002 <sup>(2)</sup>  | D          | \$7.93 | 277,107   | D  |  |
| Common Stock                    | 03/16/2019                           |  | F                              |   | 3,563 <sup>(2)</sup>  | D          | \$7.61 | 273,544   | D  |  |
| Common Stock                    | 03/17/2019                           |  | F                              |   | 2,446 <sup>(2)</sup>  | D          | \$7.61 | 271,098   | D  |  |

**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 |
| Performance Rights                         | (3)  | 03/14/2019                           |  | A                              |   | 79,675   |     | (4)  | (4)             | Common Stock  | 79,675                                     | \$0.00   | 79,675  | D  |       |

**Explanation of Responses:**

- Shares are restricted stock and vest in three equal annual installments beginning on March 14, 2020.
- Represents the amount of shares delivered to satisfy applicable tax withholding obligations in connection with the vesting of shares of restricted stock.
- 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 2016 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, 2019 and ending December 31, 2021. 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 03/18/2019

\*\* 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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