# SEC Form 4

## FORM 4

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

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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><br> Brunner Robert E <br><br>(Last)  (First)  (Middle) <br><br> 207 MOCKINGBIRD LANE <br><br>(Street) <br><br> JOHNSON CITY   TN   37604 <br><br>(City)  (State)  (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol <br><br> NN INC [ NNBR ] <br><br> 3. Date of Earliest Transaction (Month/Day/Year) <br> 03/19/2015 <br><br> 4. If Amendment, Date of Original Filed (Month/Day/Year) <br> 03/23/2015 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <br><br> X  Director   10% Owner <br>   Officer (give title below)   Other (specify below) <br><br> 6. Individual or Joint/Group Filing (Check Applicable Line) <br><br> X  Form filed by One Reporting Person <br>   Form filed by More than One Reporting Person |
|---|---|---|

### 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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/19/2015 | | A | | 4,800(1) | A | $0 | 15,200(1) | 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 | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. The reporting person filed Amendment No. 1 to Form 4 on March 25, 2015 ("Amendment No. 1"), which amended the reporting person's Form 4 filed on March 23, 2015 (the "Original Form 4"). Amendment No. 1 was filed to report a grant of 1,000 shares of restricted stock (the "Omitted Shares"), which grant was inadvertently omitted from the Original Form 4. Amendment No. 1 incorrectly reported that the Omitted Shares vest over a period of three years in equal annual installments beginning on March 19, 2016. This Amendment No. 2 further amends the Original Form 4 to correctly report that the Omitted Shares and all of the remaining 3,800 shares of restricted stock granted to the reporting person on March 19, 2015 vest on March 19, 2016. The shares reported in Column 5 of Table I represent the shares owned by the reporting person as of March 19, 2015.

**Remarks:**

/s/ William C. Kelly, Jr. by Power of Attorney          05/11/2015

** 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.

**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.**