
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 12)*

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)

01/30/2025

(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 1.8 %
 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

9.999 %
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

9.999 %

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
 Number of Shares Beneficially Owned by Each Reporting Person With:
 0.00
 Shared Voting Power
 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 9.9996 %
 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 9.9996 %
 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)

9.9996 %

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 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 877,065 Shares owned directly by Legion Partners XI is approximately \$7,675,865, including brokerage commissions. The aggregate purchase price of the 300 Shares owned directly by Legion Partners Holdings is approximately \$2,568, including brokerage commissions.

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 49,946,337 Shares outstanding as of October 21, 2024, 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 31, 2024, 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 1.8% 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 9.999% 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 9.999% 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 9.9996% 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 9.9996% of the outstanding Shares.

(b) Item 5(b) is hereby amended and restated in its entirety as follows: Each of Legion Partners I, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to share the power to vote and dispose of the Shares beneficially owned directly by Legion Partners I. Each of Legion Partners II, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to share the power to vote and dispose of the Shares beneficially owned directly by Legion Partners II. Each of Legion Partners XI, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to share the power to vote and dispose of the Shares beneficially owned directly by Legion Partners XI. Each of Legion Partners Holdings and Messrs. Kiper and White may be deemed to share the power to vote and dispose of the Shares beneficially owned directly by Legion Partners Holdings.

(c) Item 5(c) is hereby amended and restated in its entirety as follows: Except as otherwise set forth herein, 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 30, 2025, Legion Partners I and Legion Partners II amended the Swap Agreements (as previously defined and described in Amendment No. 10 to the Schedule 13D) with Nomura to extend the maturity date from January 30, 2025 to January 30, 2029. All other terms with respect to the Swap Agreements remain unchanged.

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: 02/03/2025

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: 02/03/2025

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: 02/03/2025

Legion Partners, LLC

Signature: /s/ Christopher S. Kiper
Christopher S. Kiper, Managing Member of
Name/Title: Legion Partners Holdings, LLC, its Managing
Member
Date: 02/03/2025

Legion Partners Asset Management, LLC

Signature: /s/ Christopher S. Kiper
Name/Title: Christopher S. Kiper, Managing Director
Date: 02/03/2025

Legion Partners Holdings, LLC

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper, Managing Member

Date: 02/03/2025

Kiper Christopher S

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper

Date: 02/03/2025

White Raymond T.

Signature: /s/ Raymond White

Name/Title: Raymond White

Date: 02/03/2025