
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 17)*

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)

08/06/2026

(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
	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
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	3,708,799.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	3,708,799.00
	Aggregate amount beneficially owned by each reporting person
11	3,708,799.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	4.5 %
	Type of Reporting Person (See Instructions)
14	PN

SCHEDULE 13D

CUSIP No.

	Name of reporting person
1	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)

	☐	Citizenship or place of organization
6		DELAWARE
		Sole Voting Power
	7	0.00
Number of Shares Beneficially Owned by Each Reporting Person With:		Shared Voting Power
	8	368,388.00
		Sole Dispositive Power
	9	0.00
		Shared Dispositive Power
	10	368,388.00
		Aggregate amount beneficially owned by each reporting person
11		368,388.00
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		☐
		Percent of class represented by amount in Row (11)
13		0.4 %
		Type of Reporting Person (See Instructions)
14		PN

SCHEDULE 13D

CUSIP No.

		Name of reporting person
1		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
		Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5		☐
		Citizenship or place of organization
6		DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:		Sole Voting Power
	7	0.00
		Shared Voting Power
	8	488,282.00
		Sole Dispositive Power
	9	0.00

10 Shared Dispositive Power

488,282.00

Aggregate amount beneficially owned by each reporting person

488,282.00

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



Percent of class represented by amount in Row (11)

0.6 %

Type of Reporting Person (See Instructions)

PN

SCHEDULE 13D

CUSIP No.

Name of reporting person

Legion Partners, LLC

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



(a)



(b)

SEC use only

Source of funds (See Instructions)

AF

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



Citizenship or place of organization

DELAWARE

Sole Voting Power

7

0.00

Number of
Shares

Shared Voting Power

Beneficially

8

4,565,469.00

Owned by

Sole Dispositive Power

Each

9

0.00

Reporting

Person

With:

Shared Dispositive Power

10

4,565,469.00

Aggregate amount beneficially owned by each reporting person

4,565,469.00

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



Percent of class represented by amount in Row (11)

5.5 %

Type of Reporting Person (See Instructions)

SCHEDULE 13D

CUSIP No.

1	Name of reporting person
	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, OO
	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	Shared Voting Power
Shares	
Beneficially	8
Owned by	4,614,548.00
Each	Sole Dispositive Power
Reporting	9
Person	0.00
With:	Shared Dispositive Power
	10
	4,614,548.00
	Aggregate amount beneficially owned by each reporting person
11	4,614,548.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	☐
	Percent of class represented by amount in Row (11)
13	5.6 %
	Type of Reporting Person (See Instructions)
14	IA, OO

SCHEDULE 13D

CUSIP No.

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

4

Source of funds (See Instructions)

5

AF, WC, OO

6

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

7

☐

8

Citizenship or place of organization

9

DELAWARE

10

Sole Voting Power

11

0.00

12

Shared Voting Power

13

4,614,848.00

14

Sole Dispositive Power

15

0.00

16

Shared Dispositive Power

17

4,614,848.00

18

Aggregate amount beneficially owned by each reporting person

19

4,614,848.00

20

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

21

☐

22

Percent of class represented by amount in Row (11)

23

5.6 %

24

Type of Reporting Person (See Instructions)

25

OO

SCHEDULE 13D

CUSIP No.

1

Name of reporting person

2

Kiper Christopher S

3

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

4

☐ (a)
☐ (b)

5

SEC use only

6

Source of funds (See Instructions)

7

AF, OO

8

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

9

☐

10

Citizenship or place of organization

UNITED STATES

Sole Voting Power

7

Number of
Shares

0.00

Beneficially

8

Shared Voting Power

Owned by

4,614,848.00

Each

Sole Dispositive Power

Reporting

9

Person

0.00

With:

Shared Dispositive Power

10

4,614,848.00

Aggregate amount beneficially owned by each reporting person

11

4,614,848.00

12

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

☐

Percent of class represented by amount in Row (11)

13

5.6 %

Type of Reporting Person (See Instructions)

14

IN

SCHEDULE 13D

CUSIP No.

Name of reporting person

1

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, OO

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

Sole Voting Power

7

Beneficially

0.00

Owned by

Shared Voting Power

Each

8

Reporting

4,614,848.00

Person

Sole Dispositive Power

With:

9

0.00

10 Shared Dispositive Power

4,614,848.00

Aggregate amount beneficially owned by each reporting person

4,614,848.00

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



Percent of class represented by amount in Row (11)

5.6 %

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 3,494,704 Shares owned directly by Legion Partners I is approximately \$32,374,718, 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 357,483 Shares owned directly by Legion Partners II is approximately \$805,826, 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 488,282 Shares owned directly by Legion Partners XI is approximately \$3,722,133, 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, all of which have vested. 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 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) 82,580,864 Shares outstanding as of August 5, 2026, 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 August 5, 2026, and (ii) 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 3,708,799 Shares, including 214,095 Shares underlying certain Warrants, representing approximately 4.5% of the outstanding Shares. As of the date hereof, Legion Partners II beneficially owned directly 368,388 Shares, including 10,905 Shares underlying certain Warrants, representing approximately 0.4% of the outstanding Shares. As of the date hereof, Legion Partners XI beneficially owned directly 488,282 Shares, representing approximately 0.6% 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) 3,708,799 Shares beneficially owned directly by Legion Partners I, (ii) 368,388 Shares beneficially owned directly by Legion Partners II and (iii) 488,282 Shares beneficially owned directly by Legion Partners XI, representing approximately 5.5% 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 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) 3,708,799 Shares beneficially owned directly by Legion Partners I, (ii) 368,388 Shares beneficially owned directly by Legion Partners II and (iii) 488,282 Shares beneficially owned directly by Legion Partners XI, representing approximately 5.6% 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) 3,708,799 Shares beneficially owned directly by Legion Partners I, (ii) 368,388 Shares beneficially owned directly by Legion Partners II, (iii) 488,282 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 5.6% 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) 3,708,799 Shares beneficially owned directly by Legion Partners I, (ii) 368,388 Shares beneficially owned directly by Legion Partners II, (iii) 488,282 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 5.6% of the outstanding Shares.

(c) Item 5(c) is hereby amended and restated in its entirety as follows: Exhibit 1 annexed hereto lists all transactions in the securities of the Issuer by the Reporting Persons since the filing of Amendment No. 16 to the Schedule 13D. Other than with respect to the cash-settled swap transactions reported therein, all of such transactions were effected in the open market.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
Item 6 is hereby amended to add the following: As previously disclosed, each of Legion Partners I and Legion Partners II entered into the Swap Agreements (as previously defined and described in Amendment No. 10, No. 12 and No. 14 to the Schedule 13D), which provided each of Legion Partners I and Legion Partners II with economic results that were comparable to the economic results of ownership but did not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the notional Shares that were the subject of the Swap Agreements. Following the sale of the cash-settled swaps reported in Exhibit 1 annexed hereto, each of Legion Partners I and Legion Partners II have exited its respective swap position and is no longer a party to the Swap Agreements.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit: 1 - Transaction in Securities.

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: 08/10/2026

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: 08/10/2026

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: 08/10/2026

Legion Partners, LLC

Signature: /s/ Christopher S. Kiper
Christopher S. Kiper, Managing Member of
Name/Title: Legion Partners Holdings, LLC, its Managing
Member
Date: 08/10/2026

Legion Partners Asset Management, LLC

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper, Managing Director

Date: 08/10/2026

Legion Partners Holdings, LLC

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper, Managing Member

Date: 08/10/2026

Kiper Christopher S

Signature: /s/ Christopher S. Kiper

Name/Title: Christopher S. Kiper

Date: 08/10/2026

White Raymond T.

Signature: /s/ Raymond White

Name/Title: Raymond White

Date: 08/10/2026

Transactions in the Securities of the Issuer Since the Filing of Amendment No. 16 to the Schedule 13D

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>LEGION PARTNERS, L.P. I</u>			
Sale of Cash-Settled Total Return Swap	(2,623,434)	3.8362	08/06/2026
Sale of Common Stock	(24,716)	3.8977 ⁱ	08/06/2026
<u>LEGION PARTNERS, L.P. II</u>			
Sale of Cash-Settled Total Return Swap	(233,225)	3.8362	08/06/2026
Sale of Common Stock	(37,661)	3.8977 ⁱ	08/06/2026
<u>LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. XI</u>			
Sale of Common Stock	(370,001)	3.8977 ⁱ	08/06/2026

ⁱ Represents a weighted average price. These securities were sold in multiple transactions at prices ranging from \$3.8000 to \$4.0650, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of securities sold at each separate price within the range set forth in this footnote.