

Holder Richard D  
Form 4  
March 18, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Holder Richard D

2. Issuer Name and Ticker or Trading Symbol  
NN INC [NNBR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
6210 ARDREY KELL ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Street)  
CHARLOTTE, NC 28277

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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                    | 03/14/2019                           |  | A <sup>(1)</sup>               |   | 102,143   | A  | \$ 0  |
| Common Stock                    | 03/14/2019                           |  | F                              |   | 3,002 <sup>(2)</sup>  | D  | \$ 7.93   |
| Common Stock                    | 03/16/2019                           |  | F                              |   | 3,563 <sup>(2)</sup>  | D  | \$ 7.61   |
| Common Stock                    | 03/17/2019                           |  | F                              |   | 2,446 <sup>(2)</sup>  | D  | \$ 7.61   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Performance Rights                         | (3)  | 03/14/2019                           |  | A                              | 79,675  | (4) (4)  | Common Stock  | 79,675                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                    |       |
|--|---------------|-----------|--------------------|-------|
|  | Director      | 10% Owner | Officer            | Other |
| Holder Richard D<br>6210 ARDREY KELL ROAD<br>CHARLOTTE, NC 28277 | X             |           | President<br>& CEO |       |

## Signatures

/s/ Matthew S. Heiter by Power of Attorney 03/18/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Shares are restricted stock and vest in three equal annual installments beginning on March 14, 2020.
- (2) Represents the amount of shares delivered to satisfy applicable tax withholding obligations in connection with the vesting of shares of restricted stock.
- (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Holder Richard D - Form 4

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