

Atkinson James Robert
 Form 4
 May 02, 2018

FORM 4

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

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).

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 *
 Atkinson James Robert

(Last) (First) (Middle)
 207 MOCKINGBIRD LANE
 (Street)

JOHNSON CITY, TN 37604

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/30/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP, Life Sciences

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/30/2018		A		990 ⁽¹⁾ A \$ 0	9,193	D
Common Stock	04/30/2018		M		679 A \$ 0	9,872	D
Common Stock	04/30/2018		F		460 ⁽²⁾ D \$ 20.3	9,412	D

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

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number.

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)	8. P
Performance Rights	(3)	04/30/2018		M	675	(4) (4)	Common Stock	675

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atkinson James Robert 207 MOCKINGBIRD LANE JOHNSON CITY, TN 37604			EVP, Life Sciences	

Signatures

/s/ Matthew S. Heiter by Power of Attorney 05/02/2018

__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) Represents settlement of performance rights that vested on April 30, 2018 based on the return of invested capital of NN, Inc. (the "Issuer") over the performance period beginning February 1, 2015 and ending December 31, 2017.

(2) Represents the amount of shares delivered to satisfy applicable tax withholding obligations in connection with the vesting of shares of restricted stock and performance rights.

(3) Each performance right represented a contingent right to receive one share of common stock of the Issuer.

(4) The vesting of the performance rights was 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 February 1, 2015 and ending December 31, 2017. The performance rights vested on April 30, 2018. Performance rights granted represented the right to receive the target shares, and actual performance rights earned resulted in a payout of 100.6% 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.

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