

NN INC  
Form 3  
September 08, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â KENNEDY JOHN C</p> <p>(Last) (First) (Middle)</p> <p>2000 WATERS EDGE DRIVE,,Â BUILDING C, SUITE 12</p> <p>(Street)</p> <p>JOHNSON CITY,Â TNÂ 37604</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/29/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NN INC [NNBR]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	1,088,956 <u>(1)</u> <u>(2)</u>	D	Â
Common Stock	100	I	By wife
Common Stock	20	I	By son

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title Amount or Number of Shares		

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY JOHN C 2000 WATERS EDGE DRIVE, BUILDING C, SUITE 12 JOHNSON CITY, TN 37604	X			

**Signatures**

/s/ John C.  
Kennedy  
Date: 09/08/2014  
\*\*Signature of Reporting Person

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) The Reporting Person acquired 1,086,956 shares of issuer common stock in exchange for the Reporting Person's equity interest in Autocam Corporation, a Michigan corporation ("Autocam"), which merged into a subsidiary of the issuer (the "Merger") pursuant to the terms of that certain Agreement and Plan of Merger (the "Merger Agreement") among the issuer, PMC Global Acquisition Corporation, a Michigan corporation, Autocam, Newport Global Advisors, L.P., a Delaware limited partnership, and the Reporting Person. (Continued to footnote 2)
- (2) The shares of issuer common stock were issued at a fixed value of \$23 per share. 652,174 shares of issuer common stock are currently being held in escrow and are subject to forfeiture to satisfy claims arising due to any post-closing purchase price adjustment made pursuant to the Merger Agreement or due to Autocam's breach of any of its representations, warranties or covenants in the Merger Agreement. The Reporting Person became a Section 16 reporting person after the effective time of the merger.

Remarks:  
Power of Attorney is attached to this Form 3 as Exhibit 24.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.