

Qualters Christopher J.
Form 4
March 18, 2019

FORM 4

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

OMB APPROVAL

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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 *
Qualters Christopher J.

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

CHARLOTTE, NC 28277

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

EVP, Power Solutions

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 03/14/2019 | | A ⁽¹⁾ | | 10,907 | A | \$ 0 | 24,211 | D | |
| Common Stock | 03/14/2019 | | F | | 398 ⁽²⁾ | D | \$ 7.93 | 23,813 | D | |
| Common Stock | 03/16/2019 | | F | | 522 ⁽²⁾ | D | \$ 7.61 | 23,291 | D | |
| Common Stock | 03/17/2019 | | F | | 254 ⁽²⁾ | D | \$ 7.61 | 23,037 | D | |

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

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(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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Performance Rights | (3) | 03/14/2019 | | A | 8,508 | (4) (4) | Common Stock | 8,508 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Qualters Christopher J. 6210 ARDREY KELL ROAD CHARLOTTE, NC 28277 | | | EVP, Power Solutions | |

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.

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