

NN INC  
Form 4  
March 20, 2017

**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 \*  
**BURWELL THOMAS C. Jr.**

(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)  
**03/16/2017**

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)

See Remarks

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	03/16/2017		F		329	D	\$ 22.55 (1)
Common Stock	03/17/2017		F		624	D	\$ 24.2 (1)
Common Stock	03/17/2017		A <sup>(2)</sup>		3,418	A	\$ 0 33,509

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

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SEC 1474  
(9-02)

displays a currently valid OMB control 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)	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 24.2	03/17/2017		A	21,500	<sup>(3)</sup> 03/17/2027	Common Stock	21,500
Performance Rights	<sup>(4)</sup>	03/17/2017		A	2,996	<sup>(5)</sup> <sup>(5)</sup>	Common Stock	2,996

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURWELL THOMAS C. Jr. 207 MOCKINGBIRD LANE JOHNSON CITY, TN 37604			See Remarks	

## Signatures

/s/ Matthew S. Heiter by Power of Attorney 03/20/2017

\*\*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 the amount of shares delivered to satisfy applicable tax withholding obligations in connection with the vesting of shares of restricted stock.
- (2) Shares are restricted stock and vest in three equal annual installments beginning on March 17, 2018.
- (3) The option becomes exercisable in three equal annual installments beginning on the first anniversary of the date of grant.
- (4) Each performance right represents a contingent right to receive one share of common stock of NN, Inc. (the "Issuer").
- (5) The vesting of the performance rights is 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, 2017 and ending December 31, 2019. The performance rights will vest on December 31, 2019 subject to the reporting person's continuous employment through December 31, 2019 and subject to certain

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conditions as set forth in the Issuer's 2016 Omnibus Incentive Plan. 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. Performance rights that do not vest on December 31, 2019 expire automatically.

### **Remarks:**

SVP and Chief Financial Officer

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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