

NN INC
Form 3
May 13, 2016

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)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Atkinson James Robert | | (Month/Day/Year) | NN INC [NNBR] | |
| (Last) | (First) | (Middle) | 05/11/2016 | |
| 207 MOCKINGBIRD LANE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| JOHNSON CITY,Â TNÂ 37604 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See Remarks | |

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 | 4,610 ⁽¹⁾ | D | Â |

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)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 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 | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--------------------|-------|-------|--------------|--------|--------|-------------------|---|
| Performance Rights | Â (2) | Â (2) | Common Stock | 675 | \$ (3) | D | Â |
| Performance Rights | Â (4) | Â (4) | Common Stock | 2,935 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Atkinson James Robert 207 MOCKINGBIRD LANE JOHNSON CITY, TN 37604 | Â | Â | Â See Remarks | Â |

Signatures

/s/ J. Robert Atkinson 05/13/2016

**Signature of Reporting Person Date

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).
- Shares are restricted stock which vest in three equal annual installments beginning on the first anniversary of the grant date. Of the shares reported in Column 2: (i) 1,000 shares were granted on March 19, 2015; (ii) 675 shares were granted on April 30, 2015; and (iii) 2,935 shares were granted on March 16, 2016.
- The vesting of the performance rights is based on the relative total shareholder return ("TSR") of NN, Inc. (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 will vest on December 31, 2017, subject to the reporting person's continuous employment through December 31, 2017, and subject to certain conditions as set forth in the Issuer's 2011 Stock 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, 2017 expire automatically.
- (3) Each performance right represents a contingent right to receive one share of common stock of the Issuer.
- The vesting of the performance rights is based on the relative TSR of the Issuer, as compared to the TSR of the S&P SmallCap 600 Index over the period beginning on January 1, 2016 and ending December 31, 2018. The performance rights will vest on December 31, 2018, subject to the reporting person's continuous employment through December 31, 2018, and subject to certain conditions as set forth in the Issuer's 2011 Stock 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, 2018 expire automatically.

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Remarks:

Vice President - Corporate Treasurer and Investor Relations

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.