FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1	OIVID APPROVAL									
	OMB Number:	3235-0287								
	Estimated average burden									
	hours per response:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(h).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Heiter Matthew S.</u>						2. Issuer Name and Ticker or Trading Symbol NN INC [NNBR]									k all applic Director	able) r	g Pers	on(s) to Issu 10% Ov	ner	
(Last) 6210 ARD	(First) (Middle) ARDREY KELL ROAD					ate of 18/20	Earliest 1	Fransa	action (Mo	onth/E	Day/Year)			X	below)	(give title : VP and	Gene	Other (s below) ral Couns	·	
(Street) CHARLO	CHARLOTTE NC 28277					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Tabl	e I - Non	-Deriv	ative	Sec	curities	Acq	uired,	Dis	posed o	f, or Ber	nefic	ially	Owned					
D.				2. Transaction Date (Month/Day/Year)		ar) E	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Secu Bene Owne		s Illy ollowing	Form (D) o	: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount	(A) or (D)	Pric	е	Reported Transacti (Instr. 3 a	on(s)			(Instr. 4)	
Common S	tock			02/18	/2020)			A ⁽¹⁾		55,084	4 A	\$(0.00	84,	14,399 D				
		Т	able II - I								osed of, onvertib			•	Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution D if any (Month/Day/	Date, Transac Code (li			5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e C s F llly C	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	ıble	Expiration Date	Title	Amo or Num of Shar	ber						
Performance	(2)	02/18/2020			A		12,143		(3)		(3)	Common	12,1	43	\$0.00	12,14	3	D		

Explanation of Responses:

- 1. Shares are restricted stock with 13,771 shares vesting in three equal annual installments beginning on February 18, 2021 with the remaining 41,313 shares vesting in full on February 18, 2021.
- 2. Each performance right represents a contingent right to receive one share of common stock of NN, Inc. (the "Issuer").
- 3. The performance rights will vest pursuant to the terms and subject to the conditions set forth in the Issuer's 2019 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, 2020 and ending December 31, 2022. 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.

Remarks:

/s/ Matthew S. Heiter

02/20/2020

** Signature of Reporting Person

Date

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

- * 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).

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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