

NIXON D. GAIL  
Form 3  
August 21, 2017

**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 <b>and</b> Ticker or Trading Symbol       |   |
| Â NIXON D. GAIL                           |         | (Month/Day/Year)   | NN INC [NNBR]  |   |
| (Last)                                    | (First) | (Middle)   | 08/10/2017   |   |
| 207 MOCKINGBIRD LANE                      |         | 4. Relationship of Reporting Person(s) to Issuer   |  |   |
| (Street)                                  |         | (Check all applicable)   |  |   |
| JOHNSON CITY, Â TN Â 37604                |         | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>See Remarks |  |   |
| (City)                                    | (State) | (Zip)  | 5. If Amendment, Date Original Filed(Month/Day/Year)     |   |
| 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                              | 15,775  | D  | Â  |   |

**Table I - Non-Derivative Securities Beneficially Owned**

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

SEC 1473 (7-02)

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**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)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (Right to Buy) | Â (1) | 05/26/2021 | Common Stock | 6,000  | \$ 14.13 | D                 | Â |
| Stock Option (Right to Buy) | Â (1) | 03/21/2022 | Common Stock | 7,300  | \$ 8.86  | D                 | Â |
| Stock Option (Right to Buy) | Â (1) | 03/25/2023 | Common Stock | 8,000  | \$ 9.97  | D                 | Â |
| Stock Option (Right to Buy) | Â (1) | 03/19/2024 | Common Stock | 2,000  | \$ 19.63 | D                 | Â |
| Stock Option (Right to Buy) | Â (2) | 03/17/2027 | Common Stock | 13,200 | \$ 24.2  | D                 | Â |
| Performance Rights          | Â (3) | Â (3)      | Common Stock | 1,335  | \$ (4)   | D                 | Â |
| Performance Rights          | Â (5) | Â (5)      | Common Stock | 3,645  | \$ (4)   | D                 | Â |
| Performance Rights          | Â (6) | Â (6)      | Common Stock | 1,579  | \$ (4)   | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| NIXON D. GAIL<br>207 MOCKINGBIRD LANE<br>JOHNSON CITY, TN 37604 | Â             | Â         | Â See Remarks | Â     |

## Signatures

/s/ Richard F. Mattern by Power of Attorney

08/21/2017

\_\_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).
- (1) The shares underlying this option are immediately exercisable.
- (2) The shares underlying this option vest and become exercisable in three equal annual installments beginning on the first anniversary of the grant date, March 17, 2017.  
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
- (3) 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 30, 2017 expire automatically.
- (4) Each performance right represents a contingent right to receive one share of common stock of the Issuer.

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(5) 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.

(6) 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, 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 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:**

Vice^ President^ -^ Human^ Resources

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.

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