

NN INC  
Form 8-K  
September 14, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): September 14, 2018 (September 13, 2018)**

**NN, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**000-23486**  
**(Commission)**

**62-1096725**  
**(I.R.S. Employer)**

**of Incorporation)**

**File Number)**

**Identification No.)**

**6210 Ardrey Kell Road**

**Charlotte, North Carolina**  
**(Address of principal executive offices)**

**(980) 264-4300**

**28277**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 13, 2018, NN, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, as representative of the several underwriters named in Schedule I thereto (the Underwriters), relating to the public offering of 12,500,000 shares of common stock, par value \$0.01 per share (Common Stock), at a purchase price per share to the public of \$16.00 (the Offering Price). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,875,000 shares of Common Stock at the Offering Price, less any underwriting discounts and commissions.

Net proceeds from the offering will be approximately \$188,500,000 (or approximately \$216,925,000 if the Underwriters exercise their option to purchase additional shares of Common Stock in full) after deducting the underwriting discounts and commissions and other estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the offering to repay all or a portion of the \$200,000,000 second lien secured credit facility incurred in connection with the acquisition of Paragon Medical, Inc. and the remaining net proceeds, if any, for general corporate purposes.

The Common Stock was offered and sold pursuant to a preliminary prospectus supplement, dated September 10, 2018, a final prospectus supplement, dated September 13, 2018, and a base prospectus, dated April 19, 2017, relating to the Company's effective shelf registration statement on Form S-3 (File No. 333-216737). The Company expects the offering to close on or about September 18, 2018.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended (the Securities Act), other obligations of the parties and termination provisions. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference, and the description of the Underwriting Agreement herein is qualified in its entirety by reference to such exhibit. A copy of the opinion of Bass, Berry & Sims PLC relating to the legality of the issuance and sale of the shares of Common Stock is attached as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 7.01. Regulation FD Disclosure.**

On September 13, 2018, the Company issued a press release announcing the pricing of the offering. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information, including the press release, furnished under this Item 7.01 shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any other filing by the Company under the Exchange Act or the Securities Act, except as otherwise expressly stated in such filing.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits**

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated as of September 13, 2018, by and between NN, Inc. and J.P. Morgan Securities LLC, as representative of the several underwriters named in Schedule I thereto.</u>

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- 5.1 Opinion of Bass, Berry & Sims PLC regarding the legality of shares.
- 23.1 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).
- 99.1 Press Release, dated September 13, 2018.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NN, INC.**

Date: September 14, 2018

By: /s/ Matthew S. Heiter  
Matthew S. Heiter  
Senior Vice President, General Counsel