
**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 18, 2018



NN, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-23486
(Commission
File Number)

62-1096725
(I.R.S. Employer
Identification No.)

6210 Ardrey Kell Road
Charlotte, North Carolina
(Address of principal executive offices)

28277
(Zip Code)

(980) 264-4300
(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.

Introductory Note

On September 18, 2018, NN, Inc. (the “Company”), completed its previously announced public offering of shares of its common stock (the “Shares”). The total number of Shares sold was 14,375,000, composed of 12,500,000 Shares initially offered and an additional 1,875,000 Shares sold pursuant to the exercise of the underwriters’ option to purchase additional Shares, in each case at the public offering price of \$16.00 per share. The net proceeds to the Company from the offering, after deducting underwriting discounts and commissions and estimated offering expenses, are approximately \$216,925,000 (the “Offering”). The Shares were 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 used a portion of the net proceeds from the Offering to repay the Second Lien Facility (as defined below) incurred in connection with the acquisition of Paragon Medical, Inc. and intends to use the remaining net proceeds for general corporate purposes.

Item 1.02. Termination of a Material Definitive Agreement.

On September 18, 2018, in connection with the closing of the Offering, the Company (a) repaid in full all outstanding debt, together with interest and all other amounts due in connection with such repayment, under that certain \$200.0 million secured second lien term loan facility (the “Second Lien Facility”), and (b) terminated that certain Second Lien Credit Agreement, dated May 7, 2018, by and among the Company, the affiliated guarantors party thereto, SunTrust Bank, SunTrust Robinson Humphrey, Inc. and the lenders party thereto (the “Second Lien Credit Agreement”).

The Second Lien Facility and Second Lien Credit Agreement are more fully described in the Company’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on May 7, 2018, which descriptions are incorporated herein by reference. Such descriptions are subject to, and qualified in their entirety by, the full text of the Second Lien Credit Agreement, a copy of which was previously filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on May 7, 2018, which is incorporated herein by reference.

In connection with the termination of the Second Lien Facility, the Company repaid a total of approximately \$204.4 million, which included principal, interest and prepayment penalties. Effective upon receipt of such payment, the Second Lien Credit Agreement and other related loan documents were terminated and are of no further force or effect (except with respect to any obligations and provisions that survive the termination thereof) and all liens granted in connection with the Second Lien Credit Agreement and other related loan documents were released.

Item 7.01. Regulation FD Disclosure.

On September 18, 2018, the Company issued a press release announcing the closing of the Offering, exercise of the underwriters’ option to purchase additional shares, and the repayment of the Second Lien Facility and the termination of the Second Lien Credit Agreement. 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 of 1933, as amended, except as otherwise expressly stated in such filing.

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

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Second Lien Credit Agreement, dated May 7, 2018, by and among NN, Inc., the affiliated Guarantors party thereto, SunTrust Bank, SunTrust Robinson Humphrey, Inc. and the Lenders party thereto (incorporated by reference to Exhibit 10.2 to NN, Inc.’s Current Report on Form 8-K filed on May 7, 2018).</u>
99.1	<u>Press Release, dated September 18, 2018.</u>

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 18, 2018

By: /s/ Matthew S. Heiter

Matthew S. Heiter

Senior Vice President, General Counsel



RE: NN, Inc.
6210 Ardrey Kell Road
Charlotte, NC 28277

FOR FURTHER INFORMATION:

AT THE COMPANY
Paul Taylor
Vice President Marketing & Investor Relations
(980) 264-4313

AT ABERNATHY MACGREGOR
Claire Walsh
(General info)
212-371-5999

FOR IMMEDIATE RELEASE

September 18, 2018
tom.burwell@nninc.com

**NN, INC. ANNOUNCES CLOSING OF PUBLIC OFFERING OF COMMON STOCK,
EXERCISE OF OPTION TO PURCHASE ADDITIONAL SHARES
AND REPAYMENT IN FULL OF SECOND LIEN FACILITY**

Charlotte, North Carolina, September 18, 2018 – NN, Inc., (Nasdaq: NNBR) (“NN” or “the Company”) a diversified industrial company, today announced the closing of its previously disclosed public offering of common stock. The total number of shares of common stock sold was 14,375,000, composed of 12,500,000 shares of common stock initially offered and an additional 1,875,000 shares of common stock sold pursuant to the exercise of the underwriters’ option to purchase additional shares, in each case at the public offering price of \$16.00 per share. The net proceeds to NN from the offering, after deducting underwriting discounts and commissions and estimated offering expenses, are approximately \$216,925,000. The Company used the net proceeds from the offering to voluntarily repay, in full, the \$200,000,000 second lien secured credit facility incurred in connection with its acquisition of Paragon Medical, Inc. The remaining proceeds of the offering will be used for general corporate purposes.

“The recent public offering of our common stock strengthened our balance sheet by significantly reducing our leverage and corresponding annual interest expense by approximately \$21 million” said Richard Holder, NN’s President and Chief Executive Officer. “As a company, we continue to focus on organic growth and operational excellence while further delevering our balance sheet.”

J.P. Morgan Securities LLC acted as sole active book-running manager and as representative of the underwriters for the offering. Robert W. Baird & Co. Incorporated, KeyBanc Capital Markets Inc. and SunTrust Robinson Humphrey, Inc. acted as joint book-running managers and Lake Street Capital Markets, LLC, Stephens Inc., William Blair & Company, L.L.C., CJS Securities, Inc. and Regions Securities LLC acted as co-managers.

The shares were offered pursuant to an effective shelf registration statement filed on Form S-3 (File No. 333-216737) with the U.S. Securities and Exchange Commission (the “SEC”). The final prospectus supplement for the offering, dated September 13, 2018, and the related base prospectus, dated April 19, 2017, are available on the SEC’s website at www.sec.gov or by contacting J.P. Morgan Securities LLC, Attention: Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, telephone: 1-866-803-9204 or e-mail prospectus-eq_fi@jpmchase.com.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

NN, Inc., a diversified industrial company, combines advanced engineering and production capabilities with in-depth materials science expertise to design and manufacture high-precision components and assemblies for a variety of markets on a global basis. Headquartered in Charlotte, North Carolina, NN has 51 facilities in North America, Western Europe, Eastern Europe, South America and China.

Except for specific historical information, many of the matters discussed in this press release may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements, are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of NN, Inc. and its subsidiaries to differ materially from those expressed or implied by this discussion. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “assumptions”, “target”, “guidance”, “outlook”, “plans”, “projection”, “may”, “will”, “would”, “expect”, “intend”, “estimate”, “anticipate”, “believe”, “potential” or “continue” (or the negative or other derivatives of each of these terms) or similar terminology. Factors which could materially affect actual results include, but are not limited to: general economic conditions and economic conditions in the industrial sector, inventory levels, regulatory compliance costs and the Company’s ability to manage these costs, start-up costs for new operations, debt reduction, competitive influences, risks that current customers will commence or increase captive production, risks of capacity underutilization, quality issues, availability and price of raw materials, currency and other risks associated with international trade, the Company’s dependence on certain major customers, and the successful implementation of the global growth plan including development of new products. Similarly, statements made herein and elsewhere regarding pending and completed transactions are also forward-looking statements, including statements relating to the future performance and prospects of an acquired business, the expected benefits of an acquisition on the Company’s future business and operations and the ability of the Company to successfully integrate recently acquired businesses or the possibility that the Company will be unable to execute on the intended redeployment of proceeds from a divestiture, whether due to a lack of favorable investment opportunities or otherwise.

For additional information concerning such risk factors and cautionary statements, please see the section titled “Risk Factors” in the Company’s periodic reports filed with the Securities and Exchange Commission, including, but not limited to, the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, and our other filings with the Securities and Exchange Commission including the final prospectus supplement. The Company cautions readers not to place undue reliance on any such forward-looking statements which speak only as of the date made. Except as required by law, we undertake no obligation to update or revise any forward-looking statements we make in our press releases, whether as a result of new information, future events or otherwise.