
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**



NN, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

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

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

28277
(Zip Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Preferred Stock Purchase Rights

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

**Securities Act registration statement or Regulation A offering statement file number to which this form relates:
Not Applicable**

**Securities to be registered pursuant to Section 12(g) of the Act:
None**

ITEM 1. DESCRIPTION OF REGISTRANT’S SECURITIES TO BE REGISTERED.

On April 15, 2020, the Board of Directors of NN, Inc. (the “Company”), authorized and declared a dividend of one preferred share purchase right (a “Right”) for each outstanding share of common stock, \$0.01 par value per share, of the Company (the “Common Shares”) to stockholders of record at the close of business on April 27, 2020 (the “Record Date”). Except as set forth below, each Right, if it becomes exercisable, entitles the registered holder to purchase from the Company one one-thousandth of a share of Series C Junior Participating Preferred Stock, \$0.01 par value per share, of the Company (the “Preferred Shares”) at a purchase price of \$31.50 per one one-thousandth of a Preferred Share, subject to adjustment as provided in the Rights Agreement. In addition, one Right will automatically attach to each Common Share that becomes outstanding between the Record Date and the earliest of the Distribution Date (as defined in the Rights Agreement), the redemption of the Rights or the expiration of the Rights. The complete terms of the Rights are set forth in a Rights Agreement (the “Rights Agreement”), dated as of April 15, 2020, between the Company and Computershare Inc., as rights agent.

The complete terms of the Rights are set forth in the Rights Agreement and the rights, powers and preferences of the Preferred Shares are set forth in the Certificate of Designations of Series C Junior Participating Preferred Stock (the “Certificate of Designations”), which documents are attached hereto as Exhibits 4.1 and 3.1, respectively, and incorporated herein by reference. The Certificate of Designations was filed by the Company with the Secretary of State of the State of Delaware on April 16, 2020. The description of the Rights is incorporated herein by reference to the description set forth under Items 1.01, 3.03 and 5.03 of the Company’s Current Report on Form 8-K, filed with the U.S. Securities and Exchange Commission (the “Commission”) on April 16, 2020, and is qualified in its entirety by reference to the full text of the Rights Agreement and Certificate of Designations.

ITEM 2. EXHIBITS.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Designations of Series C Junior Participating Preferred Stock of NN, Inc. (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed on April 16, 2020).
4.1	Rights Agreement, dated as of April 15, 2020, between NN, Inc. and Computershare Inc., as Rights Agent (incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on April 16, 2020).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: April 16, 2020

NN, INC.

By: /s/ Matthew S. Heiter

Name: Matthew S. Heiter

Title: Senior Vice President, General Counsel