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

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**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): May 14, 2014



**NN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**0-23486**

(Commission File Number)

**62-1096725**

(I.R.S. Employer Identification No.)

**2000 Waters Edge Drive, Johnson City, Tennessee**

(Address of principal executive offices)

**37604**

(Zip Code)

**(423) 743-9151**

(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))
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**Item 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On May 15, 2014, Richard G. Fanelli resigned as a member of the Board of Directors (the "Board") of NN, Inc. ( the "Company"). Mr. Fanelli's resignation from the Board was not the result of any disagreement with the Company, its management or its operations, policies or practices.

Also on May 15, 2014, the Board appointed William Dries as a Class III director to fill the vacancy created by Mr. Fanelli's resignation. Mr. Dries will serve as a director of the Company through the 2016 annual meeting of the stockholders of the Company. Mr. Dries will serve as Chairman of the Audit Committee of the Board and as a member of the Board's Compensation Committee.

Mr. Dries previously served as Senior Vice President and Chief Financial Officer at EnPro Industries, Inc., a NYSE listed, engineered industrial products manufacturer until his retirement in 2011. Prior to joining EnPro, he was Senior Vice President and Chief Financial Officer at United Dominion Industries, a machine and instrument manufacturer, which was acquired by SPX Industries in 2001. Earlier in his tenure at United Dominion he served as Manager of Accounting and Senior Vice President of Finance and Controller. Prior to joining United Dominion, Mr. Dries was an audit principal at Ernst & Young in New York for 11 years. He holds a MBA from Rutgers University.

In connection with his election to the Board and pursuant to the terms of the 2011 Stock Incentive Plan, Mr. Dries has been granted an option to purchase 2,000 shares of the Company's common stock. The shares subject to such option will vest on May 15, 2015. In addition, pursuant to the 2011 Stock Incentive Plan, Mr. Dries has been granted 4,000 shares of restricted common stock. The shares of restricted stock will vest in equal annual installments over three years beginning on May 15, 2015.

The Company has entered into its standard form of indemnification agreement with Mr. Dries (the "Indemnification Agreement"), effective as of the date of his election to the Board. The Indemnification Agreement provides, among other things, that the Company will indemnify Mr. Dries under the circumstances and to the extent provided for therein, for certain liabilities, expenses, judgments, fines, penalties and costs in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative arising out of his service as a director of the Company or any other company or enterprise to which he provides services at the Company's request. The foregoing description of the terms and conditions of the Indemnification Agreement is only a summary and is qualified in its entirety by the full text of the Indemnification Agreement, the form of which was previously filed as Exhibit 10.6 to Amendment No. 1 to its Registration Statement on Form S-3/A filed July 15, 2002 (File No. 333-89950).

**Item 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The 2014 Annual Meeting of the stockholders of the Company was held on May 15, 2014. At the Annual Meeting, the following proposals were considered:

- (1) The election of two Class I directors to serve for a term of three years;

- (2) An advisory resolution to approve executive compensation; and
- (3) The ratification of the selection of PricewaterhouseCoopers LLP as the Company's registered independent public accounting firm for the fiscal year ending December 31, 2014.

For beneficial owners holding the Company's common stock at a bank or brokerage institution, a "broker non-vote" occurred if the owner failed to give voting instructions, and the bank or broker was otherwise restricted from voting on the owner's behalf.

**Proposal 1**

Two Class I directors were elected, and the aggregate votes cast for or withheld, and the broker non-votes were as follows:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
G. Ronald Morris	12,734,512	528,826	2,417,499
Steven T. Warshaw	12,530,847	732,491	2,417,499

**Proposal 2**

The advisory resolution on the compensation of our named executive officers was approved, and the aggregate votes cast for or against, as well as the abstentions and broker non-votes, were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
7,686,727	5,369,214	207,397	2,417,499

**Proposal 3**

The Audit Committee's selection of PricewaterhouseCoopers LLP as the Company's registered independent public accounting firm for the fiscal year ending December 31, 2014 was ratified, and the aggregate votes cast for or against and the abstentions, were as follows:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
14,819,468	835,860	25,509

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

<u>Exhibit No.</u>	<u>Description</u>
10.1	NN, Inc. 2011 Stock Incentive Plan (incorporated by reference to NN, Inc.'s Proxy Statement on Schedule 14A filed April 6, 2011).
10.2	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.6 of NN, Inc.'s Amendment No. 1 to its Registration Statement (File No. 333-89950) on Form S-3/A filed July 15, 2002).
99.1	Press Release of NN, Inc. dated May 15, 2014.

**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.

Date: May 19, 2014

**NN, Inc.**

By: /s/ William C. Kelly, Jr.

Name: William C. Kelly, Jr.

Title: Vice President and Chief Administrative Officer

RE: NN, Inc.  
2000 Waters Edge Drive  
Johnson City, TN 37604

FOR FURTHER INFORMATION:

**AT THE COMPANY**

Will Kelly  
Vice President and Chief Administrative Officer  
(423) 743-9151

**AT FINANCIAL RELATIONS BOARD**

Marilynn Meek  
(General info)  
212-827-3773

**FOR IMMEDIATE RELEASE**

May 15, 2014

**NN, INC. APPOINTS WILLIAM DRIES TO BOARD OF DIRECTORS**

Johnson City, Tenn, May 15, 2014 – NN, Inc. (NASDAQ: NNBR) today announced that William Dries has been appointed to the Company’s Board of Directors. Mr. Dries replaces Richard Fanelli who has retired from the Board of Directors after eight years of service.

Most recently, and prior to his retirement in 2011, Mr. Dries served as Senior Vice President and Chief Financial Officer at EnPro Industries, Inc., a NYSE listed, engineered industrial products manufacturer. Previous to joining EnPro he was Senior Vice President and Chief Financial Officer at United Dominion Industries, a machine and instrument manufacturer, which was acquired by SPX Industries in 2001. Earlier in his tenure at United he served as Manager of Accounting and Senior Vice President of Finance and Controller. Prior to joining United Dominion, Mr. Dries was an audit principal at Ernst & Young in New York for 11 years. He holds an MBA from Rutgers University.

Ron Morris, Chairman of the Board said, “On behalf of the Board of Directors, I am very pleased to welcome Bill to the Board. His significant knowledge of industrial companies as well as his strong financial background will be of great benefit to the Board and NN as the Company continues to implement its strategic growth priorities. We are grateful to Dick for his valuable perspective and leadership while serving on the Board. We wish him and his family the best. “

NN, Inc. manufactures and supplies high precision metal bearing components, industrial plastic and rubber products and precision metal components to a variety of markets on a global basis. Headquartered in Johnson City, Tennessee, NN has 12 manufacturing plants in the United States, Western Europe, Eastern Europe, Mexico and China. NN, Inc. had sales of US \$373 million in 2013.

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, the successful implementation of the global growth plan including development of new products and consummation of potential acquisitions and other risk factors and cautionary statements listed from time to time 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, 2013.