

**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): August 9, 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.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

As previously announced, effective in the first quarter of 2018, NN, Inc. (the “Company”) implemented a new enterprise and management structure designed to accelerate growth and further balance our portfolio by aligning our strategic assets and businesses. The Company’s businesses were reorganized into the Mobile Solutions, Power Solutions, and Life Sciences groups and are based principally on the end markets they serve. The Autocam Precision Components Group reported in our historical financial statements was renamed as the Mobile Solutions group. The Mobile Solutions group is focused on growth in the general industrial and automotive end markets. The Precision Engineered Products Group reported in our historical financial statements was bifurcated into two new groups – Power Solutions and Life Sciences. The Power Solutions group is focused on growth in the electrical and aerospace and defense end markets. The Life Sciences group is focused on growth in the medical end market.

This realignment has no impact on the Company’s historical consolidated balance sheet, statement of operations or cash flows. To provide historical information on a basis consistent with its new reporting structure, the Company has recast certain historical segment information in the attached Exhibit 99.1 for the years ended December 31, 2017 and 2016, as well as the quarterly periods in the years ended December 31, 2017. This information should be read in conjunction with the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

The information furnished pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	Supplemental Business Segment Financial Information

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: August 9, 2018

NN, INC.

By: /s/ Matthew S. Heiter

Name: Matthew S. Heiter

Title: Senior Vice President, General Counsel

NN, Inc.
Supplemental Business Segment Financial Information
Net Sales and Income from Operations
Life Sciences and Power Solutions
(unaudited)

<i>\$000s</i>	For the Year Ended 31-Dec, 2016	For the Quarters Ended 2017				For the Year Ended 31-Dec, 2017
		31-Mar	30-Jun	30-Sep	31-Dec	
Precision Engineered Products						
GAAP net sales	\$ 258,816	\$ 71,109	\$ 71,289	\$ 66,492	\$ 74,051	\$ 282,941
Income from operations	\$ 33,900	\$ 10,417	\$ 10,617	\$ 7,177	\$ 8,500	\$ 36,711
Non-GAAP adjusted income from operations (a)	\$ 58,279	\$ 15,483	\$ 15,584	\$ 12,544	\$ 15,127	\$ 58,738
Non-GAAP adjusted operating margin (1)	22.5%	21.8%	21.9%	18.9%	20.4%	20.8%

<i>\$000s</i>	For the Year Ended 31-Dec, 2016	For the Quarters Ended 2017				For the Year Ended 31-Dec, 2017
		31-Mar	30-Jun	30-Sep	31-Dec	
Power Solutions						
GAAP net sales	\$ 180,330	\$ 48,424	\$ 48,734	\$ 44,824	\$ 44,620	\$ 186,602
Income from operations	\$ 24,060	\$ 6,795	\$ 6,819	\$ 4,166	\$ 5,660	\$ 23,440
Non-GAAP adjusted income from operations (a)	\$ 37,695	\$ 9,620	\$ 9,544	\$ 7,291	\$ 9,048	\$ 35,503
Non-GAAP adjusted operating margin (1)	20.9%	19.9%	19.6%	16.3%	20.3%	19.0%

<i>\$000s</i>	For the Year Ended 31-Dec, 2016	For the Quarters Ended 2017				For the Year Ended 31-Dec, 2017
		31-Mar	30-Jun	30-Sep	31-Dec	
Life Sciences						
GAAP net sales	\$ 80,057	\$ 23,129	\$ 23,114	\$ 22,154	\$ 29,932	\$ 98,329
Income from operations	\$ 9,840	\$ 3,622	\$ 3,798	\$ 3,011	\$ 2,840	\$ 13,271
Non-GAAP adjusted income from operations (a)	\$ 20,584	\$ 5,863	\$ 6,040	\$ 5,253	\$ 6,079	\$ 23,235
Non-GAAP adjusted operating margin (1)	25.7%	25.4%	26.1%	23.7%	20.3%	23.6%

<i>\$000s</i>	For the Year Ended 31-Dec, 2016	For the Quarters Ended 2017				For the Year Ended 31-Dec, 2017
		31-Mar	30-Jun	30-Sep	31-Dec	
Elimination						
GAAP net sales	\$ (1,571)	\$ (444)	\$ (559)	\$ (486)	\$ (501)	\$ (1,990)
Income from operations	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Non-GAAP adjusted income from operations (a)	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

- (1) Non-GAAP adjusted operating margin = Non-GAAP adjusted income from operations / GAAP net sales
- (a) Non-GAAP Adjusted income from operations, represents GAAP income from operations, adjusted to exclude the effects of restructuring and integration expense, non-operational charges related to acquisition, divestiture and integration costs, intangible amortization costs for fair value step-up in values related to acquisitions, and when applicable, our share of income from joint venture operations. We believe this presentation is commonly used by investors and professional research analysts in the valuation, comparison, rating and investment recommendations of companies in the industrial industry. We use this information for comparative purposes within the industry. Non-GAAP adjusted income from operations, is not a measure of financial performance under GAAP and should not be considered as a measure of liquidity or as an alternative to GAAP income from operations.

NN, Inc.
Reconciliation of GAAP Income from Operations to Non-GAAP Adjusted Income from Operations
Supplemental Business Segment Financial Information - Life Sciences and Power Solutions

<i>\$000s</i>	<u>For the Year Ended 31-Dec, 2016</u>	<u>For the Quarters Ended 2017</u>				<u>For the Year Ended 31-Dec, 2017</u>
		<u>31-Mar</u>	<u>30-Jun</u>	<u>30-Sep</u>	<u>31-Dec</u>	
Precision Engineered Products						
GAAP income from operations	\$ 33,900	\$10,417	\$10,617	\$ 7,177	\$ 8,500	\$ 36,711
Restructuring and integration expense	1,318	—	—	—	—	—
Acquisition and transition expense	596	100	—	400	1,548	2,048
Amortization of intangibles	22,465	4,966	4,967	4,967	5,079	19,979
Non-GAAP adjusted income from operations (a)	<u>\$ 58,279</u>	<u>\$15,483</u>	<u>\$15,584</u>	<u>\$12,544</u>	<u>\$15,127</u>	<u>\$ 58,738</u>
Non-GAAP adjusted operating margin (1)	22.5%	21.8%	21.9%	18.9%	20.4%	20.8%
GAAP net sales	\$ 258,816	\$71,109	\$71,289	\$66,492	\$74,051	\$ 282,941
<i>\$000s</i>	<u>For the Year Ended 31-Dec, 2016</u>	<u>For the Quarters Ended 2017</u>				<u>For the Year Ended 31-Dec, 2017</u>
		<u>31-Mar</u>	<u>30-Jun</u>	<u>30-Sep</u>	<u>31-Dec</u>	
Power Solutions						
GAAP income from operations	\$ 24,060	\$ 6,795	\$ 6,819	\$ 4,166	\$ 5,660	\$ 23,440
Restructuring and integration expense	717	—	—	—	—	—
Acquisition and transition expense	596	100	—	400	664	1,164
Amortization of intangibles	12,322	2,725	2,725	2,725	2,724	10,899
Non-GAAP adjusted income from operations (a)	<u>\$ 37,695</u>	<u>\$ 9,620</u>	<u>\$ 9,544</u>	<u>\$ 7,291</u>	<u>\$ 9,048</u>	<u>\$ 35,503</u>
Non-GAAP adjusted operating margin (1)	20.9%	19.9%	19.6%	16.3%	20.3%	19.0%
GAAP net sales	\$ 180,330	\$48,424	\$48,734	\$44,824	\$44,620	\$ 186,602
<i>\$000s</i>	<u>For the Year Ended 31-Dec, 2016</u>	<u>For the Quarters Ended 2017</u>				<u>For the Year Ended 31-Dec, 2017</u>
		<u>31-Mar</u>	<u>30-Jun</u>	<u>30-Sep</u>	<u>31-Dec</u>	
Life Sciences						
GAAP income from operations	\$ 9,840	\$ 3,622	\$ 3,798	\$ 3,011	\$ 2,840	\$ 13,271
Restructuring and integration expense	601	—	—	—	—	—
Acquisition and transition expense	—	—	—	—	884	884
Amortization of intangibles	10,143	2,241	2,242	2,242	2,355	9,080
Non-GAAP adjusted income from operations (a)	<u>\$ 20,584</u>	<u>\$ 5,863</u>	<u>\$ 6,040</u>	<u>\$ 5,253</u>	<u>\$ 6,079</u>	<u>\$ 23,235</u>
Non-GAAP adjusted operating margin (1)	25.7%	25.4%	26.1%	23.7%	20.3%	23.6%
GAAP net sales	\$ 80,057	\$23,129	\$23,114	\$22,154	\$29,932	\$ 98,329
<i>\$000s</i>	<u>For the Year Ended 31-Dec, 2016</u>	<u>For the Quarters Ended 2017</u>				<u>For the Year Ended 31-Dec, 2017</u>
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Elimination						
GAAP net sales	\$ (1,571)	\$ (444)	\$ (559)	\$ (486)	\$ (501)	\$ (1,990)

(1) Non-GAAP adjusted operating margin = Non-GAAP adjusted income from operations / GAAP net sales

(a) Non-GAAP Adjusted income from operations, represents GAAP income from operations, adjusted to exclude the effects of restructuring and integration expense, non-operational charges related to acquisition, divestiture and integration costs, intangible amortization costs for fair value step-up in values related to acquisitions, and when applicable, our share of income from joint venture operations. We believe this presentation is commonly used by investors and professional research analysts in the valuation, comparison, rating and investment recommendations of companies in the industrial industry. We use this information for comparative purposes within the industry. Non-GAAP adjusted income from operations, is not a measure of financial performance under GAAP and should not be considered as a measure of liquidity or as an alternative to GAAP income from operations.