

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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) May 2, 2003

NN, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

0-23486

62-1096725

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

2000 Waters Edge Drive, Johnson City, Tennessee

37604

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (423) 743-9151

Not applicable

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

Item 5. Other Events

On February 11, 2003, the Securities and Exchange Commission (the "Commission") declared effective the Registration Statement on Form S-3 of NN, Inc. (the "Company") (Registration No. 333-100119) relating to (i) the proposed public offering of up to an aggregate of \$36,000,000 of the Company's common stock, par value \$.01 per share (the "Common Stock"), that may be offered and sold by the Company, and (ii) the proposed resale by certain beneficial owners of up to an aggregate of 4,033,749 shares of Common Stock.

The Company has filed with the Commission a prospectus, consisting of a prospectus supplement dated May 2, 2003, together with a base prospectus dated February 11, 2003, which relates to the Company's sale of 700,000 shares of its Common Stock. The shares will be sold directly to a single investor, AB SKF, for \$8.84 per share. The Company expects to receive approximately \$6.2 million in net proceeds from the offering.

In order to furnish certain exhibits for incorporation by reference into the Registration Statement, the Company is filing an opinion the Company received from its counsel regarding the validity of the shares to be sold pursuant to the prospectus.

Item 7. Financial Statements and Exhibits.

(c) EXHIBITS. The following exhibits are filed herewith:

5.1 Opinion of Blackwell Sanders Peper Martin LLP regarding legality.

23.1 Consent of Blackwell Sanders Peper Martin LLP (included in Exhibit 5.1)

SIGNATURE

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 2, 2003

NN, INC.

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

William C. Kelly, Jr.,
Treasurer, Secretary and Chief
Administrative Officer

May 2, 2003

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

Ladies and Gentlemen:

This opinion is being furnished to NN, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-3 (No. 333-100119), as amended (the "Registration Statement"), the prospectus dated February 11, 2003 (the "Base Prospectus"), and the prospectus supplement filed with the Securities and Exchange Commission on May 2, 2003, pursuant to Rule 424 promulgated under the Securities Act of 1933, as amended (the "Prospectus Supplement", and together with the Base Prospectus, the "Prospectus"). The Prospectus relates to the offering by the Company of 700,000 shares of Common Stock (the "Shares"), which Shares are covered by the Registration Statement. We understand that the Shares are to be offered and sold in a manner described in the Prospectus.

In connection with the foregoing, we have examined such documents, corporate records and other instruments as we have deemed necessary or appropriate in connection with this opinion. Based upon and subject to the foregoing, we are of the opinion that the Shares, when sold and issued as described in the Registration Statement and the Prospectus, will be validly issued, fully paid and non-assessable.

We consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K and to the reference to our firm under the caption "Legal Matters" in the Prospectus.

Very truly yours,

/s/ Blackwell Sanders Peper Martin LLP