

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8
REGISTRATION STATEMENT
Under The Securities Act of 1933

NN, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

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

2000 Water's Edge Drive, Building C, Suite 12
Johnson City, TN 37604

(Address, including zip code, of Registrant's principal executive offices)

NN, Inc. Stock Incentive Plan

Roderick R. Baty
Chief Executive Officer
NN, Inc.
2000 Water's Edge Drive,
Building C, Suite 12
Johnson City, TN 37604
(423) 743-9151

copy to:
James Ash, Esq.
Blackwell Sanders Peper Martin LLP
2300 Main Street, Suite 1100
Kansas City, MO 64108
(816) 983-8000

(Name, address, telephone number, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered	Proposed maximum Offering price per share	Proposed maximum Aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	825,000 shares	\$8.22(1)	\$6,781,500(1)	\$1,695.38

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based on the average of the high and low prices of the Registrant's Common Stock as listed on the NASDAQ Stock Market on September 17, 2001.

EXPLANATORY NOTE

As permitted by the rules of the Securities and Exchange Commission (the "Commission"), this Registration Statement omits the information specified in Part I of Form S-8.

Part II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3: Incorporation of Documents by Reference

The following documents filed with the Commission by NN, Inc. (the "Company") are incorporated in this Registration Statement on Form S-8 (the "Registration Statement") by reference:

1. The Company's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2000 filed on April 16, 2001;
2. The Company's Quarterly Report on Form 10-Q/A for the quarter ended March 31, 2001 filed on August 14, 2001;
3. The Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 filed on August 14, 2001;
4. The Company's Definitive Proxy Statement on Form 14A filed April 16, 2001; and
5. The description of the Company's Common Stock set forth in the Form S-1 Registration Statement effective March 14, 1994.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all of the securities offered then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

Any statement contained in a report or other document incorporated by reference herein shall be deemed to be modified or superseded for all purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed report or other document that also is incorporated by reference herein, modifies or supersedes such statement. Any such statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement. Certain statements contained herein and in the related prospectus or incorporated by reference herein or in the related prospectus constitute forward-looking statements as such term is defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Exchange Act. Certain factors discussed herein and in the related prospectus or in the Company's Exchange Act filings with the Commission could cause actual results to differ materially from those in the forward-looking statements.

Item 4: Description of Securities

Not applicable.

Item 5: Interests of Named Experts and Counsel

Not Applicable.

Item 6: Indemnification of Directors and Officers

The Company has entered into indemnification agreements with certain officers and directors of the Company. Under these agreements, the Company agrees to hold harmless and indemnify each indemnitee generally to the full extent permitted by Section 145 of the Delaware General Corporation Law (the "DGCL") and against any and all 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 to which the indemnitee is made a party by reason of the fact that the indemnitee has, is or at the time becomes a director or officer of the Company or any other entity at the request of the Company.

Section 145 permits a corporation to indemnify certain persons, including officers and directors, who are (or are threatened to be made) parties to any threatened, pending or completed legal action (whether civil, criminal, threatened or investigative) for reason of their being officers or directors. The indemnity may include expenses, attorneys' fees, judgments, fines and reasonably incurred costs of settlement, provided the officer and director acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interest and, in the case of criminal proceedings, he had no reasonable cause to believe that his conduct was illegal. The corporation may indemnify officers and directors in derivative actions (in which suit is brought by a shareholder on behalf of the corporation) under the same conditions, except that no indemnification is permitted without judicial approval if the officer or director is judged liable for negligence or misconduct in the performance of his duty to the corporation. If the officer or director is successful on the merits or otherwise in defense of any action referred to above, the corporation must indemnify him against the expenses and attorneys' fees he actually and reasonably incurred.

The Company has obtained liability insurance coverage for its officers and directors with respect to actions arising out of the performance of such officer's or director's duty in his or her capacity as such.

Item 7: Exemption from Registration Claimed

Not applicable.

Item 8: Exhibits

- 4.1 Certificate of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1--File No. 33-74694).
- 4.2 NN Ball & Roller, Inc. Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1 - File No. 33-74694).
- 4.3 Stockholder Agreement, dated February 22, 1994, among certain stockholders of the Company (incorporated by reference to Exhibit 10.18 to the Company's Registration Statement on Form S-1 - File No. 33-74694).
- 4.4 Stock Option Agreement, dated as of July 3, 1995, between the Company and Roderick R. Baty (incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).
- 4.5 Form of Stock Option Agreement, dated December 7, 1998 between the Company and the non-employee directors of the Company (incorporated by reference to Exhibit 10.15 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1998).

- 4.6 Amendment No. 1 to the Stock Incentive Plan increasing the number of shares of Common Stock available for Awards by 500,000 shares to a total of 1,625,000 shares (incorporated by reference to Exhibit 4.6 to the Company's Registration Statement on Form S-8 filed on November 30, 2000 - File No. 333-50934).
- 4.7 Amendment No. 2 to the Stock Incentive Plan increasing the number of shares of Common Stock available for Awards by 825,000 shares to a total of 2,450,000 shares and renaming the Stock Incentive Plan the NN, Inc. Stock Incentive Plan.
- 5 Opinion of Blackwell Sanders Peper Martin LLP, counsel to the Company
- 23.1 Consent of Blackwell Sander Peper Martin LLP (included in Exhibit 5).
- 23.2 Consent of KPMG LLP.
- 23.3 Consent of PriceWaterhouseCoopers LLP
- 24 Powers of Attorney (included in signature page to Registration Statement).

Item 9: Undertakings

Rule 415 Offering.

The undersigned Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

Incorporation of Subsequent Exchange Act Documents by Reference.

The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Form S-8 Registration Statement.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Johnson City, State of Tennessee, on September 13, 2001.

NN, INC.
(Registrant)

By: /s/ Roderick R. Baty

Roderick R. Baty
Chairman of the Board,
Chief Executive Officer, and
President

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned directors of NN, Inc., hereby severally constitute Roderick R. Baty and David L. Dyckman, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, any and all amendments to this Registration Statement on Form S-8, and generally to do all such things in our names and in our capacities as directors to enable NN, Inc. to comply with the provisions of the Securities Act of 1933, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
<u>/s/ Roderick R. Baty</u> Roderick R. Baty	Chairman of the Board, Chief Executive Officer, and President (Principal Executive Officer)	September 13, 2001
<u>/s/ Michael D. Huff</u> Michael D. Huff	Director	August 27, 2001
<u>/s/ Michael E. Werner</u> Michael E. Werner	Director	August 27, 2001
<u>/s/ G. Ronald Morris</u> G. Ronald Morris	Director	August 27, 2001

/s/ Steven T. Warshaw Director August 27, 2001
Steven T. Warshaw

/s/ James L. Earsley Director August 27, 2001
James L. Earsley

/s/ David L. Dyckman Vice President - Business August 27, 2001
David L. Dyckman Development and Chief
Financial Officer (Principal
Financial Officer)

/s/ William C. Kelly Treasurer, Secretary and August 27, 2001
William C. Kelly Chief Accounting Officer
(Principal Accounting Officer)

Index of Exhibits

Exhibit
Number Document

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- 4.7 Amendment No. 2 to the Stock Incentive Plan increasing the number of shares of Common Stock available for Awards by 825,000 shares to a total of 2,450,000 shares and renaming the Stock Incentive Plan the NN, Inc. Stock Incentive Plan.
- 5 Opinion of Blackwell Sanders Peper Martin LLP, counsel to the Company.
- 23.1 Consent of Blackwell Sander Peper Martin LLP (included in Exhibit 5).
- 23.2 Consent of KPMG LLP, Independent Accountants.
- 23.3 Consent of PricewaterhouseCoopers LLP.
- 24 Powers of Attorney (included in signature page to Registration Statement).

LETTERHEAD OF BLACKWELL SANDERS PEPER MARTIN LLP

September 13, 2001

NN, Inc.
2000 Waters Edge Drive
Building C, Suite 12
Johnson City, Tennessee 37604

Gentlemen:

We refer to the Registration Statement of NN, Inc. (the "Company") on Form S-8 to be filed with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended, 825,000 shares of the Company's Common Stock, \$.01 par value (the "Common Stock"), to be issued under the Company's Stock Incentive Plan (the "Plan").

We are familiar with the proceedings to date with respect to such proposed issuance and have examined such records, documents and matters of law and satisfied ourselves as to such matters of fact as we have considered relevant for the purposes of the opinion.

Based upon the foregoing, it is our opinion that the 825,000 shares of Common Stock to be issued under the Plan have been duly authorized, and, when issued in accordance with the Plan, will be legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

AMENDMENT NO. 2
TO
NN BALL & ROLLER, INC.
STOCK INCENTIVE PLAN

As adopted by the Board of Directors on February 22, 2001 and approved by the stockholders of the Company on May 17, 2001 as required in Section 23 of the Stock Incentive Plan, the NN Ball & Roller, Inc. Stock Incentive Plan is hereby amended as follows:

Section 4(a) shall be amended in its entirety to read as follows:

"4. NUMBER AND SOURCE OF SHARES SUBJECT TO THE PLAN.

- (a) The Company may grant Awards under the Plan with respect to not more than 2,450,000 Shares, (subject, however, to adjustment as provided in Section 22 hereof), which Shares may be provided from any or a combination of the Company's treasury, the issuance of authorized but unissued Shares, and/or the purchase of outstanding Shares in the open market or in private transactions.

As adopted by the Board of Directors on August 27, 2001 pursuant to Section 23 of the Stock Incentive Plan, the title of the Stock Incentive Plan is hereby amended to be the NN, Inc. Stock Incentive Plan according to the following provisions:

The following Articles shall be amended to read as follows:

Article 1: "The NN, Inc. Stock Incentive Plan (the "Plan"). . ."

Article 2(h): "Company" means NN, Inc.

Article 2(r): "Plan" means the NN, Inc. Stock Incentive Plan, as set forth herein and as amended from time to time.

Except as expressly amended by the Board of Directors and stockholders as set forth above, the NN Ball & Roller, Inc. Stock Incentive Plan is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, NN, Inc., acting by and through its officer hereunto duly authorized has executed this Amendment as of the 13th day of September, 2001.

NN, INC.

/s/ Roderick R. Baty

By: _____

Name: Roderick R. Baty

Title: Chairman of the Board, Chief
Executive Officer,
and President

CONSENT OF KPMG LLP, INDEPENDENT AUDITORS

We consent to the use of our report incorporated herein by reference.

KPMG LLP
Charlotte, North Carolina
September 13, 2001

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 4, 2000 relating to the financial statements and financial statement schedule of NN, Inc. (the "Company"), which appears in the Company's Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
Charlotte, North Carolina
September 13, 2001