

NN INC  
Form 8-K  
June 10, 2016

**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): June 10, 2016**

**NN, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**0-23486**  
**(Commission)**

**62-1096725**  
**(I.R.S. Employer)**

**of Incorporation)**

**File Number)**

**Identification No.)**

**207 Mockingbird Lane**

**Johnson City, Tennessee**

**(Address of principal executive offices)**

**(423) 743-9151**

**37604**

**(Zip Code)**

**(Registrant's telephone number, including area code)**

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

Check the appropriate box below 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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On June 10, 2016, NN, Inc., a Delaware corporation ( NN ), entered into that certain Amended and Restated Registration Rights Agreement (the Amended and Restated Agreement ), by and among NN, the guarantors party thereto (the Guarantors ), SunTrust Robinson Humphrey, Inc., on behalf of itself and as representative (the Representative ) of the initial purchasers, Spring Capital II Subsidiary, L.P. ( Wellspring ) and Summit Partners Credit Fund II, L.P, Summit Partners Credit Fund B-2, L.P., Summit Partners Credit Fund A-2, L.P., Summit Investors Credit II, LLC, Summit Investors Credit II (UK), L.P. and Summit Partners Credit Offshore Intermediate Fund II, L.P. (collectively, Summit and together with Wellspring, the Subsequent Purchasers ).

The Amended and Restated Agreement amends and restates in its entirety that certain Registration Rights Agreement, dated as of October 19, 2015, among NN, the Guarantors and the Representative (the Original Agreement ), to (i) add the Subsequent Purchasers as parties, (ii) remove Section 2 of the Original Agreement related to the exchange offer in its entirety, and (iii) provide for demand registration upon request by the Holders (as defined therein) as set forth therein.

The foregoing summary is qualified in its entirety by reference to the text of the Amended and Restated Agreement, which is included as Exhibit 10.1 hereto and incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

*(d) Exhibits*

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amended and Restated Registration Rights Agreement, dated as of June 10, 2016, by and among NN, Inc., the guarantors party thereto, SunTrust Robinson Humphrey, Inc., on behalf of itself and as representative of the initial purchasers, Spring Capital II Subsidiary, L.P., Summit Partners Credit Fund II, L.P, Summit Partners Credit Fund B-2, L.P., Summit Partners Credit Fund A-2, L.P., Summit Investors Credit II, LLC, Summit Investors Credit II (UK), L.P. and Summit Partners Credit Offshore Intermediate Fund II, L.P.

**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: June 10, 2016

**NN, INC.**

By: /s/ Matthew S. Heiter

Matthew S. Heiter

Senior Vice President and General Counsel

**EXHIBIT INDEX**

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