

NN INC  
Form 8-K  
May 13, 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): May 13, 2016 (May 12, 2016)**

**NN, INC.**

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

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

**000-23486**  
**(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) 434-8310**

**37604**  
**(Zip Code)**

**(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))

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

The 2016 annual meeting of the stockholders (the Annual Meeting ) of NN, Inc. (the Corporation ) was held on May 12, 2016. At the Annual Meeting, the following proposals were considered:

- (1) The election of two Class III directors to serve for a term of three years;
- (2) An advisory (non-binding) vote to approve the executive compensation of the Corporation's named executive officers;
- (3) The ratification of the selection of PricewaterhouseCoopers LLP as the Corporation's registered independent public accounting firm for the fiscal year ending December 31, 2016; and
- (4) The approval of the Amended and Restated 2011 Stock Incentive Plan.

The final voting results for each proposal are described below. For beneficial owners holding the Corporation'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 III directors were elected, and the aggregate votes cast for or against, as well as votes withheld and broker non-votes were as follows:

|                | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------|------------|----------------|-----------------|-------------------------|
| William Dries  | 21,322,378 | 0              | 575,780         | 2,372,081               |
| David K. Floyd | 21,402,700 | 0              | 495,458         | 2,372,081               |

*Proposal 2*

The advisory (non-binding) vote on the executive compensation of the Corporation's named executive officers was approved, and the aggregate votes cast for or against, as well as abstentions and broker non-votes, were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 13,729,595 | 7,968,084      | 200,479            | 2,372,081               |

*Proposal 3*

The Audit Committee's selection of PricewaterhouseCoopers LLP as the Corporation's registered independent public accounting firm for the fiscal year ending December 31, 2016 was ratified, and the aggregate votes cast for, against and abstentions, were as follows:

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|                   | <b>For</b> | <b>Against</b> | <b>Abstentions</b> |
|-------------------|------------|----------------|--------------------|
| <i>Proposal 4</i> | 23,589,655 | 657,301        | 23,283             |

The Corporation's Amended and Restated 2011 Stock Incentive Plan was approved, and the aggregate votes cast for or against, as well as abstentions and broker non-votes, were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------|----------------|--------------------|-------------------------|
| 19,053,295 | 2,796,877      | 47,986             | 2,372,081               |

**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 13, 2016

**NN, INC.**

By: /s/ Matthew S. Heiter

Name: Matthew S. Heiter

Title: Senior Vice President and General  
Counsel