

**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): April 14, 2021 (April 13, 2021)**



**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01	NNBR	The Nasdaq Stock Market LLC

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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On April 14, 2021, NN, Inc. (the “Company”) announced that the Board of Directors (the “Board”) of the Company appointed João Faria to serve as a director of the Company, effective April 13, 2021, until the 2021 annual meeting of stockholders and until his successor is duly elected and qualified or until his earlier death, resignation, disqualification or removal. In addition, Mr. Faria has been appointed to serve as a member of the Governance Committee and the Audit Committee of the Board.

Mr. Faria, age 56, currently serves as President of the Vehicle Group/eMobility at Eaton Corporation, a global power management company providing energy-efficient products and services to help customers effectively manage electric, hydraulic, and mechanical power. Previously, in his over three-decade career in engineering and manufacturing, Mr. Faria held a variety of leadership positions at Eaton, including President Corporate Latin America, Vice President Eaton Electric Latin America, Americas Regional President for Hydraulics Group, and President of Eaton Powertrain Specialty Control Operation Worldwide.

Mr. Faria brings decades of manufacturing and engineering experience to the Board, with a specific focus on the electric vehicle market. This global leadership experience enables him to bring valuable perspective to the Board.

Mr. Faria will be compensated on the same basis as all other non-management directors of the Company. Mr. Faria will enter into an indemnification agreement with the Company, in the form previously entered into by the Company with its current directors, a copy of which was listed as [Exhibit 10.3](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

There are no arrangements or understandings between Mr. Faria and any other person pursuant to which he was appointed as a director of the Company. There are no family relationships between Mr. Faria and any director, executive officer, or any person nominated or chosen by the Company to become a director or executive officer. There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission) between Mr. Faria and the Company.

**ITEM 7.01. REGULATION FD DISCLOSURE**

On April 14, 2021, the Company issued a press release announcing Mr. Faria’s appointment to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information, including the press release, furnished under this Item 7.01 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any other filing by the Company under the Exchange Act or the Securities Act of 1933, as amended, except as otherwise expressly stated in such filing.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

*(d) Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by NN, Inc. dated April 14, 2021</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

## 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: April 14, 2021

**NN, INC.**

By: /s/ Matthew S. Heiter

Name: Matthew S. Heiter

Title: Senior Vice President, General Counsel



NN, Inc.  
6210 Ardrey Kell Road  
Charlotte, NC 28277

**FOR IMMEDIATE RELEASE**

**NN, INC. EXPANDS BOARD OF DIRECTORS WITH APPOINTMENT OF JOÃO FARIA**

*Faria Brings Global Leadership Experience in Power Management and a Focus on Electric Vehicles*

**Charlotte, N.C., April 14, 2021** – NN, Inc. (NASDAQ: NNBR), a diversified industrial company, today announced that João Faria has been named to its Board of Directors, effective April 13, 2021.

Mr. Faria brings decades of manufacturing and engineering experience to the Board, with a specific focus on the electric vehicle (EV) market. Mr. Faria currently serves as President of the Vehicle Group/eMobility at Eaton Corporation, a global power management company providing energy-efficient products and services to help customers effectively manage electric, hydraulic, and mechanical power. Previously, in his over three-decade career in engineering and manufacturing, Mr. Faria held a variety of leadership positions at Eaton, including President Corporate Latin America, Vice President Eaton Electric Latin America, Americas Regional President for Hydraulics Group, and President of Eaton Powertrain Specialty Control Operation Worldwide.

“We are excited to welcome João to our Board, as we expect his demonstrated experience in go to market strategies as well as his engineering and technical background will be beneficial to NN’s future growth,” commented Jeri Harman, Chairman of NN’s Board of Directors. “His deep global experience and perspectives on vehicle electrification and power infrastructure will provide immediate value to NN as we work to achieve our long-term strategic goals across our business units.”

Mr. Faria is well versed in current trends and opportunities stemming from the electrification of vehicles around the world through his extensive background and current work. In 2014, Mr. Faria was named Vice President of Eaton Electric Group for Latin America where he developed a clear understanding of electrification and technology trends. With his promotion to lead Eaton’s Vehicle Group in 2017, Mr. Faria has become the lead executive in Eaton’s efforts to adapt their offerings to OEMs and other Tier-1 automotive suppliers to address opportunities surrounding electrification of vehicles globally. He is well versed in the demands and expectations of a Tier-1 automotive supplier through his experience as General Manager of Eaton’s Automotive Engine and Valve Actuation business.

Warren Veltman, NN President and Chief Executive Officer, said, “I look forward to working with Mr. Faria as we continue our drive toward long-term strategic growth. His diverse experience enables a dynamic perspective that will impact both our Mobile Solutions and Power Solutions businesses, with a particular focus on electric vehicles.”

Mr. Faria added, “I look forward to applying my global experience toward achieving NN’s mission and enlisting my background in vehicle electrification to bring new insights as NN navigates the transition from internal combustion to electric vehicles to the benefit of both of its business segments.”

Mr. Faria received an MBA and Master of Science in Engineering from the University of Sao Paulo as well as a Bachelor of Science in Materials Engineering from the University of Sao Carlos in Brazil. Having worked throughout a diverse group of countries, Mr. Faria is fluent in four languages.

Mr. Faria was identified through a national search conducted by the Diversified Search Group. Mr. Faria will assume a newly created seat on the Board, which has been increased pending the retirement of Mr. Steven Warshaw at the 2021 Annual Stockholders Meeting. The Board of Directors is now comprised of nine directors, eight of whom are independent. Upon Mr. Warshaw's retirement, the Company will reduce the size of its board of directors from nine to eight.

#### **About NN, Inc.**

NN, Inc., a diversified industrial company, combines advanced engineering and production capabilities with in-depth materials science expertise to design and manufacture high-precision components and assemblies for a variety of markets on a global basis. Headquartered in Charlotte, North Carolina, NN has 32 facilities in North America, Europe, South America, and China.

*Except for specific historical information, many of the matters discussed in this press release may express or imply projections of revenues or expenditures, statements of plans and objectives or future operations or statements of future economic performance. These, and similar statements, are forward-looking statements concerning matters that involve risks, uncertainties and other factors which may cause the actual performance of NN, Inc. and its subsidiaries to differ materially from those expressed or implied by this discussion. All forward-looking information is provided by the Company pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995 and should be evaluated in the context of these factors. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "assumptions", "target", "guidance", "outlook", "plans", "projection", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "potential" or "continue" (or the negative or other derivatives of each of these terms) or similar terminology. Factors which could materially affect actual results include, but are not limited to: general economic conditions and economic conditions in the industrial sector, the impacts of the coronavirus (COVID-19) pandemic on the Company's financial condition, business operations and liquidity, inventory levels, regulatory compliance costs and the Company's ability to manage these costs, start-up costs for new operations, debt reduction, competitive influences, risks that current customers will commence or increase captive production, risks of capacity underutilization, quality issues, availability and price of raw materials, currency and other risks associated with international trade, the Company's dependence on certain major customers, and the successful implementation of the global growth plan including development of new products. Similarly, statements made herein and elsewhere regarding pending and completed transactions are also forward-looking statements, including statements relating to the future performance and prospects of an acquired business, the expected benefits of an acquisition on the Company's future business and operations and the ability of the Company to successfully integrate recently acquired businesses.*

*For additional information concerning such risk factors and cautionary statements, please see the section titled "Risk Factors" in the Company's periodic reports filed with the Securities and Exchange Commission, including, but not limited to, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2020. Except as required by law, we undertake no obligation to update or revise any forward-looking statements we make in our press releases, whether as a result of new information, future events or otherwise.*

#### **FOR FURTHER INFORMATION:**

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