

NN INC  
Form 10-Q/A  
March 16, 2006

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

**FORM 10-Q/A**  
(AMENDMENT NO. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**Commission File Number 0-23486**

**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 Number)

**2000 Waters Edge Drive**

**Building C, Suite 12**

**Johnson City, Tennessee 37604**

*(Address of principal executive offices, including zip code)*

**(423) 743-9151**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated

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filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of October 31, 2005 there were 17,206,072 shares of the registrant’s common stock, par value \$0.01 per share, outstanding.

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**Explanatory Note**

This Amendment to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, of NN, Inc. is being filed solely to correct an inadvertent omission of text in the Certifications contained in Exhibits 31.1 and 31.2 and to add the caption on the cover indicating the Company is not a shell company.

**Item 6. Exhibits**

The following Exhibits are filed herewith:

Exhibit 31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of the Section 13 of 15(d) of the Securities Act of 1934, the registrant has duly caused this amendment to its quarterly report on Form 10-Q/A to be signed on its behalf by the undersigned thereunto duly authorized.

**NN, INC.**

Date: March 15, 2006

By: **/s/ Roderick R. Baty**

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Roderick R. Baty  
Title: Chairman, President and Chief Executive Officer

Date: March 15, 2006

By: **/s/ James H. Dorton**

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James H. Dorton  
Title: Vice President - Corporate Development and Chief Financial Officer

Date: March 15, 2006

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

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William C. Kelly, Jr.  
Title: Vice President and Chief Administrative Officer