

RBC Bearings INC
 Form 3/A
 April 04, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 HARTNETT MICHAEL J
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 08/09/2005

3. Issuer Name and Ticker or Trading Symbol
 RBC Bearings INC [ROLL]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)
 08/09/2005

RBC BEARINGS
 INCORPORATED, ONE
 TRIBOLOGY CENTER
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 CEO

OXFORD, CT 06478
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | or Indirect (I) (Instr. 5) | |
|---|---------------------------|------------|-----------------|-----------|---------|----------------------------------|---|
| Options for Class A Common Stock | 02/18/1998 | 02/18/2008 | Common Stock | 23,125 | \$ 2.06 | D | Â |
| Warrants to Purchase Class B Common Stock | 06/23/1997 | 06/23/2007 | Common Stock | 312,500 | \$ 2.06 | D | Â |
| Warrants to Purchase Class A Common Stock | 06/23/1997 | 06/23/2007 | Common Stock | 1,060,365 | \$ 0.4 | D | Â |
| Warrants to Purchase Class A Common Stock | 06/23/1997 | 06/23/2007 | Common Stock | 416,668 | \$ 0.4 | I | By Self as General Partner for Hartnett Family Investments, L.P. |
| Class B Exchangeable Convertible Participating Preferred Stock | Â (1) | Â (1) | Common Stock | (1) | \$ (1) | D | Â |
| Class B Common Stock | Â (2) | Â (2) | Common Stock | 250 | \$ (2) | D | Â |
| Options for Common Stock | 08/10/2005 ⁽³⁾ | 08/10/2015 | Common Stock | 683,502 | \$ 14.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HARTNETT MICHAEL J RBC BEARINGS INCORPORATED ONE TRIBOLOGY CENTER OXFORD, CT 06478 | Â X | Â X | Â CEO | Â |

Signatures

Daniel A.
Bergeron 09/26/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 88,428 shares of common stock will be issued upon the conversion of the Class B Exchangeable Convertible Participating Preferred Stock simultaneous with the closing of the Issuer's initial public offering.

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- (2) 250 shares of common stock will be issued upon the reclassification of the Issuer's Class B Common Stock immediately prior to the consummation of the Issuer's initial public offering.
- (3) Options to purchase shares of common stock are fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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