

REGAL BELOIT CORP  
Form 8-K  
March 31, 2004

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):

March 31, 2004

Regal-Beloit Corporation

(Exact name of registrant as specified in its charter)

Wisconsin  
(State or other  
jurisdiction of  
incorporation)

1-7283  
(Commission File  
Number)

39-0875718  
(IRS Employer  
Identification No.)

200 State Street, Beloit, Wisconsin 53511-6254  
(Address of principal executive offices, including zip code)

(608) 364-8800  
(Registrant's telephone number)

---

**Item 5. Other Events and Regulation FD Disclosure.**

On March 31, 2004, REGAL-BELOIT Corporation (the "Company") announced that it had agreed with the initial purchasers to privately place \$100 million in aggregate principal amount of its 2.75% Convertible Senior Subordinated Notes due 2024.

The offering is expected to close on or about April 5, 2004, subject to customary closing conditions. Further information is included in the Company's press release filed as exhibit 99 to this report and incorporated herein by reference.

**Item 7. Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits. The following exhibit is being filed herewith:

99 Press Release of REGAL-BELOIT Corporation dated March 31, 2004, pursuant to Rule 135c of the Securities Act of 1933, as amended.

-2-

---

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.

REGAL-BELOIT CORPORATION

Date: March 30, 2004

By: /s/Kenneth F. Kaplan  
Kenneth F. Kaplan  
Vice President, Chief Financial Officer and  
Secretary

-3-

---

REGAL-BELOIT CORPORATION

Exhibit Index to Current Report on Form 8-K  
Dated March 29, 2004

Exhibit  
Number

99 Press Release of REGAL-BELOIT Corporation dated March 31, 2004, pursuant to Rule 135c of the Securities Act of 1933, as amended.