

RBC Bearings INC
Form 3/A
September 28, 2005

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)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â HARTNETT MICHAEL J</p> <p>(Last) (First) (Middle)</p> <p>RBC BEARINGS INCORPORATED,Â ONE TRIBOLOGY CENTER</p> <p>(Street)</p> <p>OXFORD,Â CTÂ 06478</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/09/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RBC Bearings INC [ROLL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> <p>CEO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>08/09/2005</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

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

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)

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

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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.

Options to purchase shares of common stock are subject to the following vesting schedule: 33% vest on 8/10/05, 33% vest on 8/10/06 and

- (3) 33% vest on 8/10/07; provided that those options that vested on 8/10/05 and may be exercised currently are subject to a lock-up that expires 180 days after the Issuer's initial public offering.

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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