

RBC Bearings INC  
Form 8-K  
September 10, 2010

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: September 10, 2010 (Date of earliest event reported: September 8, 2010)

RBC BEARINGS INCORPORATED  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

333-124824  
(Commission  
File Number)

95-4372080  
(IRS Employer  
Identification No.)

One Tribology Center  
Oxford, CT 06478  
(Address of principal executive offices) (Zip Code)

(203) 267-7001  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below 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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Company's 2005 Long Term Incentive Plan (the "LTIP"), as amended and restated, was approved by the shareholders of RBC Bearings Incorporated (the "Company") and became effective on September 8, 2010 at its annual meeting of shareholders. The LTIP is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Company's Annual General Meeting of Shareholders on September 8, 2010, the shareholders (1) elected both of the Company's nominees for director to serve a term of three years; (2) ratified the appointment of PricewaterhouseCoopers LLP as the Company's Independent Auditors for fiscal year 2011; and (3) approved the amendment to the Company's 2005 Long Term Incentive Plan to provide for an increase in the number of authorized shares to be issued under the 2005 Long Term Incentive Plan from 2,239,170 to 2,939,170.

Shares were voted on these proposals as follows:

Proposals 1. To re-elect two (2) directors to hold office until the Company's 2013 Annual General Meeting of Shareholders:

|     | Nominees        | For        | Against | Abstain | Broker Non Vote |
|-----|-----------------|------------|---------|---------|-----------------|
| (a) | Richard Crowell | 20,404,646 | 0       | 222,905 | 358,945         |
| (b) | Alan Levine     | 20,405,246 | 0       | 222,305 | 358,945         |

Proposal 2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's Independent Auditors for fiscal year 2011:

| For        | Against | Abstain | Broker Non Vote |
|------------|---------|---------|-----------------|
| 20,985,041 | 1,067   | 388     | 0               |

Proposal 3. To approve the amendment to the Company's 2005 Long Term Incentive Plan to provide for an increase in the number of authorized shares to be issued under the 2005 Long Term Incentive Plan from 2,239,170 to 2,939,170:

| For        | Against   | Abstain | Broker Non Vote |
|------------|-----------|---------|-----------------|
| 17,005,691 | 2,684,895 | 936,965 | 358,945         |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 RBC Bearings Incorporated 2005 Long Term Incentive Plan (Amended and Restated as of September 8, 2010.)

SIGNATURES

According to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: September 10, 2010

RBC BEARINGS INCORPORATED

By: /s/ Thomas J. Williams  
Name: Thomas J. Williams  
Title: Corporate General Counsel & Secretary

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