

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)

1. Name and Address of Reporting
Person *

Â HARTNETT MICHAEL J

(Last) (First) (Middle)

RBC BEARINGS
INCORPORATED,Â ONE
TRIBOLOGY CENTER

(Street)

OXFORD,Â CTÂ 06478

(City) (State) (Zip)

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

(Check all applicable)

☒ Director ☒ 10% Owner

☒ Officer ☐ Other
(give title below) (specify below)

CEO

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

08/09/2005

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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

Date Exercisable Expiration
Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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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 Stoc	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	<u>(1)</u>	\$ <u>(1)</u>	D	Â
Class B Common Stock	Â <u>(2)</u>	Â <u>(2)</u>	Common Stock	250	\$ <u>(2)</u>	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,Â CTÂ 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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