

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: **June 17, 2013** (Date of earliest event reported: **June 14, 2013**)

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.

Appointment of Directors

On June 17, 2013, RBC Bearings Incorporated (the "Company") issued a press release announcing the appointment of Mr. Edward D. Stewart and Mr. Daniel A. Bergeron to its Board of Directors. This press release has been furnished as Exhibit 99.1 to this report and is incorporated herein by this reference. The Board of Directors approved such appointment, effective June 14, 2013. Mr. Stewart and Mr. Bergeron have also been nominated by the Board of Directors for election at the 2013 Annual Meeting of Shareholders scheduled to be held in September, 2013.

Mr. Edward D. Stewart was also appointed to the Audit Committee and Nominating and Governance Committee of the Board. In connection with his election to the Board, Mr. Stewart will be compensated pursuant to the Company's existing director compensation plan, which shall be provided on a prorated basis for the period beginning with his effective start date.

Mr. Stewart is the former Chairman of the Board of ATC Technology Corporation and has served on other company Boards and Audit Committees. Mr. Stewart has many years of financial and operational experience with General Electric Company including as Executive Vice President of GE Capital and Chief Financial Officer of a number of other GE businesses. Mr. Stewart is currently a member of the Board of Directors of Nordstrom fsb, a wholly owned subsidiary of Nordstrom, Inc. and a member of its Audit and Investment Committees. Mr. Stewart earned a Bachelor of Arts, Economics degree from Tufts University.

Mr. Bergeron joined RBC Bearings in May, 2003 and has served as the Company's Vice President and Chief Financial Officer since August 5, 2003. Prior to this, Mr. Bergeron served as Vice President and Chief Financial Officer at several publically-held companies. Mr. Bergeron holds a B.S. in Finance from Northeastern University and a M.B.A. from the University of New Haven.

In connection with his election to the Board Mr. Bergeron will not receive any additional compensation for the performance of his duties as a Director.

Board Committee Assignments

On June 14, 2013, the Board of Directors approved the following committee assignments:

Audit Committee *

Alan B. Levine, Chairman
Dr. Thomas J. O'Brien
Mitchell I. Quain
Edward D. Stewart

Compensation Committee

Richard R. Crowell, Chairman
Alan B. Levine
Dr. Amir Faghri

Nominating and Governance Committee

Dr. Thomas J. O'Brien
Dr. Amir Faghri
Edward D. Stewart

*Each member of the Audit Committee qualifies as an "audit committee financial expert" as defined by applicable Securities and Exchange Commission rules.

III. MEETINGS

Stock Ownership Guidelines for Non-management Directors and Executive Officers

On June 14, 2013, the Board of Directors approved stock ownership guidelines for Non-Employee Independent Directors and for the Company's Executive Officers. The guidelines are effective June 14, 2013 and allow a transition period for the Non-Employee Independent Directors and for the Company's Executive Officers to achieve the ownership requirement. A description of the guidelines is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

RBC Bearings Inc.
(the "Company")

Stock Ownership Guidelines
Effective June 14, 2013 (the "Effective Date")

I. Purpose

Effective June 14, 2013, the Company's Board of Directors approves these stock ownership guidelines both for Non-Employee Independent Directors and for the Company's Executive Officers to align their interests with the interests of stockholders and promote the Company's commitment to sound corporate governance. The Board of Directors believes that the Non-Employee Independent Directors and the Company's Executive Officers should have a significant equity position in the Company and that these guidelines will serve to further the Board of Director's interest in encouraging a longer-term focus in managing the Company.

II. Participation

These Stock Ownership Guidelines apply to all of the Company's Executive Officers that are subject to the Securities Exchange Commission Section 16 reporting obligations and all Non-Employee Independent Directors (each a "Participant").

III. Determination of Guidelines

Stock ownership guidelines are determined as a multiple of an Executive Officers' base salary or a Non-Employee Independent Director's annual retainer in effect on the Effective Date and are then converted to a fixed number of shares. The individual guidelines established for each Participant are as follows:

- Chairman and Chief Executive Officer - 6x annual base salary;
- All Other Executive Officers - 3x annual base salary; and
- Non-Employee Independent Directors - 3x annual retainer fee.

The Compensation Committee of the Company's Board of Directors may, from time to time, temporarily suspend, reevaluate and revise Participants' guidelines to give effect to changes in the Company's common stock or other factors it deems relevant.

IV. Counting Shares Owned

Stock that counts towards satisfaction of the Company's Stock Ownership Guidelines includes:

- Shares owned outright by the Participant or beneficially owned in a trust, by a spouse and/or minor children residing in the same household;
 - Restricted stock issued and held as part of an Executive Officers' or a Non-Employee Independent Director's long term compensation, whether or not vested; and
 - Shares acquired upon stock option exercises or vesting of restricted stock that the Participant continues to hold.
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V. Compliance with the Guidelines

In determining whether the guidelines have been achieved at any particular point, the price of the Common Stock will be the higher of (i) the then current market value determined by the closing price of the Common Stock on the date of the determination; or (ii) the closing price on the Effective Date, which was \$51.08.

Participants are required to achieve their Stock Ownership Guideline within five years of becoming subject to the Guidelines. If a Participant's Stock Ownership Guideline increases because of a change in title, a five-year period to achieve the incremental guideline begins in January following the year of the title change. Once achieved, ownership of the guideline amount must be maintained for as long as the individual is subject to these Stock Ownership Guidelines.

If a covered Executive Officers' or Non-Employee Independent Directors' Stock Ownership Guideline amount increases because of a change in title or increase in base salary or retainer fee, a three (3) year period to achieve share ownership meeting any incremental increase in the applicable Stock Ownership Guideline amount begins with the date of the title change or base salary or retainer fee increase.

The Compensation Committee will review each Participant's compliance (or progress towards compliance) with these Stock Ownership Guidelines annually. In its sole discretion, the Compensation Committee may impose such conditions, restrictions or limitations on any Participant as it determines to be necessary or appropriate in order to achieve the purposes of these Stock Ownership Guidelines. For example, the Compensation Committee may mandate that a Participant retain (and not transfer) all or a portion of any shares delivered to the Participant through the Company's compensation plans or otherwise restrict the Participant's transfer of previously owned shares.

There may be instances in which the Stock Ownership Guidelines would place a severe hardship on the Participant or prevent the Participant from complying with a court order, such as a divorce settlement. In these instances, the Participant must submit a request in writing to the Company's General Counsel that summarizes the circumstances and describes the extent to which an exemption is being requested. The Compensation Committee will make the final decision as to whether an exemption will be granted. If such a request is granted in whole or part, the Company's General Counsel will work with the Participant to develop an alternative stock ownership plan that reflects the Compensation Committee's determination.

VI. Administration

These Stock Ownership Guidelines are interpreted by the Compensation Committee and administered by the Company's General Counsel

Edward D. Stewart and Daniel A. Bergeron join RBC Bearings Board of Directors

Oxford, CT – June 17, 2013– RBC Bearings Incorporated (Nasdaq: ROLL), a leading international manufacturer of highly-engineered precision plain, roller and ball bearings for the industrial, defense and aerospace industries, today announced the appointment of Edward D. Stewart and Daniel A. Bergeron to its Board of Directors effective June 14, 2013.

“We are pleased to welcome Ed Stewart to the RBC Board of Directors,” said Chairman, President and Chief Executive Officer, Dr. Michael J. Hartnett. “His years of experience with finance and operations, and service on other publicly-traded companies, will offer a valuable financial expert resource to the Board of Directors, the Audit Committee and me.”

“This is an exciting time to join RBC Bearings,” said Mr. Stewart. “I have great respect for this Company and its products and look forward to working with the Board and management team.”

Mr. Stewart is the former Chairman of the Board of ATC Technology Corporation and has served on other company Boards and Audit Committees. Mr. Stewart has many years of financial and operational experience with General Electric Company including as Executive Vice President of GE Capital and Chief Financial Officer of a number of other GE businesses.

Mr. Stewart is currently a member of the Board of Directors of Nordstrom fsb, a wholly owned subsidiary of Nordstrom, Inc. and a member of its Audit and Investment Committees. Mr. Stewart earned a Bachelor of Arts, Economics degree from Tufts University.

“We are also pleased to announce the appointment of Daniel Bergeron to the RBC Board of Directors” said Dr. Hartnett. “Dan is an accomplished executive with a wealth of knowledge, experience and financial expertise that will serve to further benefit our Board of Directors.”

Mr. Bergeron joined RBC Bearings in May, 2003 and has served as the Company’s Vice President and Chief Financial Officer since August 5, 2003. Prior to this, Mr. Bergeron served as Vice President and Chief Financial Officer at several publically-held and private companies. Mr. Bergeron holds a B.S. in Finance from Northeastern University and a M.B.A. from the University of New Haven.

About RBC

RBC Bearings Incorporated is an international manufacturer and marketer of highly engineered precision bearings and components. Founded in 1919, the Company is primarily focused on producing highly technical or regulated bearing products requiring sophisticated design, testing, and manufacturing capabilities for the diversified industrial, aerospace, and defense markets. Headquartered in Oxford, Connecticut, RBC Bearings currently employs approximately 2,145 people and operates 24 manufacturing facilities in four countries.

Contacts

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