#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

#### FORM 8-K

#### **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report: November 9, 2006 (Date of earliest event reported: November 8, 2006)

#### **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, Including 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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

#### Item 3.01(d). Transfer of Listing.

On November 9, 2006 RBC Bearings Incorporated (the "Company") issued a press release announcing its inclusion, as of November 8, 2006, in the NASDAQ Global Select Market, a premier listing tier within The NASDAQ Stock Market for companies that satisfy the highest financial and liquidity qualifications. This press release has been furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

#### Item 8.01. Other Events.

On November 8, 2006 Bearings Incorporated (the "Company") presented at the Baird Industrial Conference in Chicago, Illinois. A copy of the presentation has been furnished as Exhibit 99.2 to this report and is incorporated herein by this reference.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1Press Release of RBC Bearings Incorporated dated November 9, 2006.Exhibit 99.2Presentation of RBC Bearings Incorporated made November 8, 2006.

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#### 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: November 9, 2006

#### **RBC BEARINGS INCORPORATED**

By:

/s/ Thomas J. Williams

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

#### Press Release

#### **RBC Bearings Announces Inclusion in the NASDAQ Global Select Market**

Oxford, CT – November **9**, 2006 – 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 its inclusion, as of November 8, 2006, in the NASDAQ Global Select Market, a premier listing tier within The NASDAQ Stock Market for companies that satisfy the highest financial and liquidity qualifications.

"We are pleased to be added to the NASDAQ Global Select Market listing," said Dr. Michael J. Hartnett, Chairman, President and Chief Executive Officer of RBC Bearings. "We believe that our inclusion is a result of our solid track record of performance and our ability to meet stringent financial listing qualifications. This move will increase our market visibility as we continue to execute on our strategic growth plan."

In July, NASDAQ-listed companies were reclassified under three listing tiers — NASDAQ Global Select Market, NASDAQ Global Market and NASDAQ Capital Market. NASDAQ has created two new indexes to track the NASDAQ Global Select Market and NASDAQ Global Market tiers. For more information about the NASDAQ Global Select Market, please visit http://www.nasdaq.com/GlobalSelect.

#### About RBC Bearings

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 1,800 people and operates 16 manufacturing facilities in three countries.

Contacts RBC Bearings Daniel A. Bergeron 203-267-5028 dbergeron@rbcbearings.com

Ashton Partners Lauren Murphy 617-275-8745 investors@rbcbearings.com





### Baird Industrial Conference Dr. Michael J. Hartnett, President and CEO November 8, 2006

# Safe Harbor Statement

This document contains, or may be deemed to contain, "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact are "forward-looking statements" for purposes of federal and state securities laws, including outlooks, projections of earnings, revenue or other financial items relating to the Company, any statement of the plans, strategies and objectives of management for future operations; any statements concerning proposed future growth rates in the markets we serve; any statements of belief; any characterization of and the Company's ability to control contingent liabilities; anticipated trends in the Company's businesses; and any statements of assumptions underlying any of the foregoing. Forward-looking statements may include the words "may", "estimate", "intend", "continue", "believe", "expect", "anticipate" and other similar words. Although the Company believes that the expectations reflected in any forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forwardlooking statements, are subject to change and to inherent risks and uncertainties beyond the control of the Company. These risks and uncertainties include, but are not limited to, risks and uncertainties relating to general economic conditions, geopolitical factors, future levels of general industrial manufacturing activity, future financial performance, market acceptance of new or enhanced versions of the Company's products, the pricing of raw materials, changes in the competitive environments in which the Company's businesses operate, the outcome of pending or future litigation and governmental proceedings and approvals, estimated legal costs, increases in interest rates, the Company's ability to meet its debt obligations, and risks and uncertainties listed or disclosed in the Company's reports filed with the Securities and Exchange Commission, including, without limitation, the risks identified under the heading "Risk Factors" set forth in the Company's Annual Report filed on Form 10-K on June 16, 2006. The Company does not intend, and undertakes no obligation, to update or alter any forward-looking statement.



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# **RBC** Overview

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- Leading international manufacturer of highly-engineered, custom, performance-critical bearings
- IPO in August 2005

**RBC** Overview

- Secondary in April 2006
- 18 facilities worldwide
- 1,800 employees worldwide
- 15 acquisitions in 15 years



- Fiscal 2006: Net Sales up13%, Adjusted Operating Income up 30%
- Fiscal 2007 YTD (Six Months): Net Sales up 13%, Adjusted Operating Income up 27%

# **Investment Highlights**

- Two-thirds of net sales from products with #1 or #2 market position
- Significant barriers to entry
- Stable recurring revenue base
- Broad diversification across customers and end markets
- Strong growth drivers for core business
- Multiple new growth opportunities
- Track record of successfully integrating new acquisitions
- Deep and experienced management team



## **Business Overview**



# **Precision Industrial Applications**



# **Precision Aircraft Bearings**



# Significant Barriers to Entry - "The Moat"

#### Specialized products

Market requires high service levels, extensive technical support, short lead times and small production runs

#### Highly engineered and proprietary products

 Approximately 40% of sales from sole-source or proprietary products requiring difficult approval process

#### High customer switching costs

- Custom designed and certification approval process
- Stringent certification process
  - Lengthy approval process required for many OEM, FAA and defense market products

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## Stable Recurring Revenue Base – "The Franchise"

- Extensive installed base of proprietary products
  - Require frequent replacement
- Strong, long-term customer relationships
  - Focus on customer service and aftermarket support
  - Long-term contracts and sole-source agreements
- Aftermarket sales represent approximately 56% of revenues by design
- High sales visibility





# Strong Customer Base

Serve a broad range of end markets and many blue chip customers, adding value through specialty precision bearing applications



## **Demonstrated Acquisition Model**

#### Acquisition Track Record:

- 15 successful acquisitions in 15 years
- Average purchase multiple of 6.0x at acquisition and 2.1x pro forma

#### Acquisition Criteria:

- Small, undervalued
- Complementary products / channels
- Significant margin potential
- Cash flow enhancing

#### Post Acquisition Strategy:

- Adjust pricing to reflect value delivered "80/20"
- Redesign manufacturing to achieve cost savings "financial architecture"
- Achieve purchasing economies, increasing reach to broad national and international markets



# **Growth Strategy**

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# Strong Outlook for RBC's Core Business

RBC

Market Segment		_	FY'07	Cycle	Direction	
Industrial OEM						
Machine Tool and Specific E	quipme	ent	G+	Mid	Steady ++	
Construction and Mining			E	Mid	Steady +	
Pumps and Hydraulics			E			
Semiconductor Equipment			G+	Early	Volume Building	
Material Handling			G			
Oil and Natural Resources			E	Mid	Steady	
Agriculture			G			
Heavy Truck			P/G	Late	Declining	
Aftermarket						
Aerospace			E	Mid	Volume Building	
Industrial			G	Mid	Steady	
Aerospace OEM						
Airframe OEM			E	Mid	Volume Building	
Aero Engine (Europe and US	S)		E			
Space			P+			
Defense			E	Mid	Volume Building	
	Poor	Good	Excellent			
	P	G	E			

## **Multiple New Growth Opportunities**

- Large pipeline of important new platforms
- New products for existing platforms
- Increasing aftermarket penetration

Boeing 787	Black Hawk		
Airbus A380	Apache		
Airbus A400	Harrier Aircraft		
Air Cargo	J Star		
GE90	JSF		
SNECMA GE90	PWA F100		

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McMaster Carr Applied Materials



## Selected Growth Opportunities

#### **Boeing Commercial Airplanes**



Firm orders increased 70% to 1,791 at end of 2005, with \$124bn of contractual backlog

#### Airbus



Record backlog of 2,177 aircraft valued at \$220bn at end of 2005

#### **RBC's** Position

- Primary supplier of wing bearings
- Major supplier of airframe bearings for subcomponents
- 787 applications under development
- 395 planes to be delivered in CY'06 (+36% yoy), and 443 in CY'07 (+12% yoy)
- Primary supplier of wing bearings
- Sole US provider of airframe bearing products
- A400, A380 program under development
- 456 planes to be delivered in CY'06 (+21% yoy)

\$1.9 trillion of jet aircraft demand over the next 20 years

Source: Boeing public filings and management guidance issued on Feb. 1, 2006. Airbus "Annual Review 2005" from its website. Airbus expects to reach a monthly production rate of eight A330s/A340s and 30 A320 family aircraft in 2006.



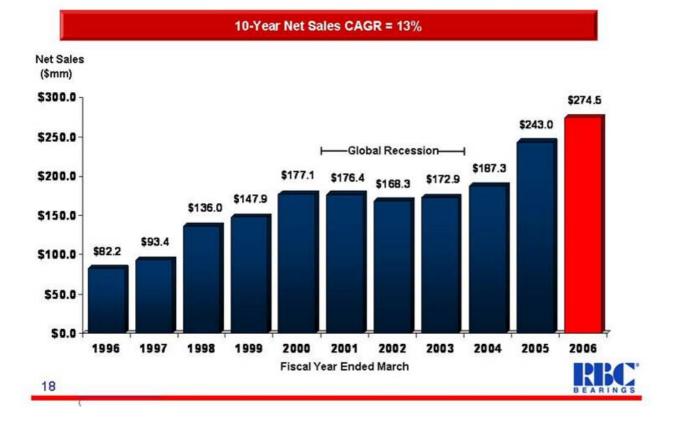
# Selected Growth Opportunities



# **Financial Overview**



# A Track Record of Growth



# Strong Current Momentum



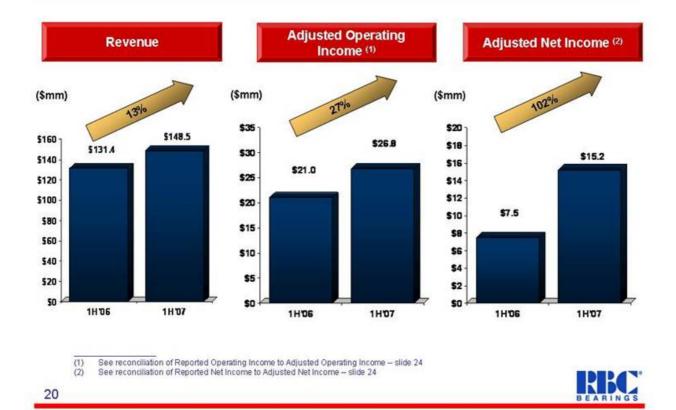
(1) (2) See reconciliation of Reported Operating Income to Adjusted Operating Income - slide 23

See reconciliation of Reported Net Income to Adjusted Net Income - slide 23



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# Strong Current Momentum



# Appendix



## **Non-GAAP Financial Measures**

In addition to disclosing results of operations that are determined in accordance with generally accepted accounting principles ("GAAP"), this document also discloses non-GAAP results of operations that exclude certain charges. These non-GAAP measures adjust for charges that Management believes are unusual. Management believes that the presentation of these non-GAAP measures provides useful information to investors regarding the Company's results of operations, as these non-GAAP measures allow investors to better evaluate ongoing business performance. Investors should consider non-GAAP measures in addition to, not as a substitute for, financial measures prepared in accordance with GAAP. Reconciliations of the non-GAAP measures disclosed in this document with the most comparable GAAP measures are included in the Appendix to this document.

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### **Reconciliation of Non-GAAP Financial Measures**

	Fiscal Year Ended				
	April 1,		April 2,		
Reconciliation of Reported Operating		2006		2005	
Income to Adjusted Operating Income:					
Reported operating income	\$	38,579	\$	32,139	
Stock options compensation expense		365		420	
Non-recurring compensation expense		5,200			
Management service fees		173		474	
Disposal of fixed assets		24		1,989	
Plant consolidation costs		1,024		1	
Adjusted operating income	\$	45,365	\$	35,022	
Reconciliation of Reported Net Income to			-		
Adjusted Net Income:					
Reported net income	\$	12,439	\$	7,260	
Stock options compensation expense (1)	2.0	238		265	
Non-recurring compensation expense (1)		3,390			
Management service fees (1)		113		299	
Disposal of fixed assets (1)		16		1,253	
Loss on early extinguishment of debt (1)		2,459		4,379	
Plant consolidation costs (1)		668		6	
Adjusted net income	\$	19,322	\$	13,455	
(1) Item was tax effected at the effective tax rate.					



# Reconciliation of Non-GAAP Financial Measures

	Six Months Ended				
	Sept	October 1, 2005			
Reconciliation of Reported Operating Income to	2006				
Adjusted Operating Income:					
Reported operating income	\$	26,108	\$	15,49	
Stock options compensation expense		252		143	
Non-recurring compensation expense		-		5,20	
Managem ent service fees		-		17:	
Nice facility consolidation expense		315			
Disposal of fixed assets		116		30	
Adjusted operating income	\$	26,791	\$	21,03	
Reconciliation of Reported Net Income and		Six Month	s Ended		
Net Income Per Common Share to Adjusted Net	September 30,		October 1,		
Income and Adjusted Net Income Per Common Share:		2006		2005	
Reported net incom e (loss)	\$	12,402	\$	1,385	
Stock options compensation expense (1)		163		93	
Non-recurring compensation expense (1)		-		3,406	
Management service fees (1)		+		113	
Nice facility consolidation expense		204	-		
Disposal of fixed assets (1)	11	75		21	
Loss on early extinguishment of debt (1)		2,315		2,470	
Adjusted net income	\$	15,159	\$	7,48	
<ol> <li>Item was tax effected at the effective tax rate.</li> </ol>					



