

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 13, 2024** (Date of earliest event reported: **September 11, 2024**)

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

Delaware
(State or other jurisdiction
of incorporation)

001-40840
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	RBC	New York Stock Exchange
5.00% Series A Mandatory Convertible Preferred Stock, par value \$0.01 per share	RBCP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 – Securities and Trading Markets

Item 3.03. Material Modification to Rights of Security Holders.

On September 11, 2024, RBC Bearings Incorporated (the “Company”) filed a certificate of amendment with the Delaware Secretary of State amending Section 1(a) of Article Eight of the Company’s certificate of incorporation to read as follows:

To the fullest extent permitted by the Delaware General Corporation Law as it now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), and except as otherwise provided in the Corporation’s Bylaws, no Director or officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Corporation and its stockholders.

The purpose of this amendment, which affects the rights of the holders of the Company’s common stock (as well as the rights of holders of shares of the Company’s preferred stock that may be outstanding from time to time depending on the terms of such preferred stock), is to eliminate personal liability of the Company’s officers for monetary damages to the Company for breach of their fiduciary duty of care as officers to the fullest extent permitted by the Delaware General Corporation Law.

This amendment was approved by the Company’s stockholders on September 5, 2024 when 79.1% of the outstanding shares of common stock were voted in favor of the amendment (the Company’s certificate of incorporation required the affirmative vote of 66.7% of the outstanding shares of common stock).

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of RBC Bearings Incorporated dated September 11, 2024.
104	Cover page interactive data file (embedded within the inline XBRL document)

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 13, 2024

RBC BEARINGS INCORPORATED

By: /s/ John J. Feeney

Name: John J. Feeney

Title: Vice President, General Counsel & Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:46Aivl 09/11/2024
FCLED 11:46AM 09/11/2024
SR 20243655752 - File Number 2291976

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
RBC BEARINGS INCORPORATED**

RBC Bearings Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), hereby certifies that:

1. The Corporation's Amended and Restated Certificate of Incorporation was filed with the Delaware Secretary of State on August 15, 2005.

2. The Board of Directors of the Corporation, by unanimous written consent signed as of June 25, 2024, duly adopted a resolution setting forth a proposed amendment of the Corporation's Amended and Restated Certificate of Incorporation, declaring such amendment to be advisable and calling for such amendment to be submitted to the stockholders of the Corporation at the 2024 annual meeting of stockholders. The proposed amendment is to change Section I(a) of Article Eight Of the Amended and Restated Certificate of Incorporation of the Corporation to read as follows:

To the fullest extent permitted by the Delaware General Corporation Law as it now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than permitted prior thereto), and except as otherwise provided in the Corporation's Bylaws, no Director or officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages arising from a breach of fiduciary duty owed to the Corporation and its stockholders.

3. On September 5, 2024, at the 2024 annual meeting of the Corporation's stockholders, duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the stockholders of the Corporation duly approved the above amendment.

4. The above amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 6th day of September, 2024.

RBC Bearings Incorporated

By: /s/ John J. Feeney

Title: Vice President, General Counsel & Secretary