

**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: **February 14, 2006** (Date of earliest event reported: **February 14, 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**  
**Telephone: (203) 267-7001**  
(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):

- 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))

**Item 2.02. Results of Operations and Financial Condition.**

On February 14, 2006, RBC Bearings Incorporated (the "Company") issued a press release announcing its financial results for the quarter ended December 31, 2005 and certain other information. This press release has been furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

The information in this report, including the exhibit hereto, is furnished pursuant to Item 2.02 of Form 8-K, and is not deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. The information contained herein and in the accompanying exhibit is not incorporated by reference in any filing of the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Press Release of RBC Bearings Incorporated dated February 14, 2006.

**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.

**RBC BEARINGS INCORPORATED**

By:           /s/ Daniel A. Bergeron            
Name: Daniel A. Bergeron  
Title: Chief Financial Officer

**Press release****RBC Bearings Incorporated Announces Fiscal 2006 Third Quarter Results**

Oxford, CT – February 14, 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 reported results for the third quarter ended December 31, 2005.

**Third Quarter Highlights**

- 15.9% growth in revenue year-over-year to \$67.4 million
- 21.7% growth in gross margin to \$20.4 million
- 28.4% growth in operating income to \$10.8 million
- 107.1% growth in net income to \$5.1 million
- Diluted EPS \$0.29

“We are pleased with our results in the third quarter of the year,” commented Dr. Michael J. Hartnett, Chairman, President and Chief Executive Officer. “While we continue to benefit from strength in our end markets, we remain focused on driving performance improvements across our operations. Both manufacturing efficiency and cost control were key contributors to our strong gross margin growth in the quarter. We believe that this focus on efficiency is important to our long-term success and strengthens our ability to compete successfully at every stage in the cycle.”

**Third Quarter Results**

Net sales for the third quarter of fiscal 2006 were \$67.4 million, an increase of 15.9% from \$58.1 million in the third quarter of fiscal 2005. Gross margin for the third quarter rose 21.7% to \$20.4 million compared to \$16.7 million for the comparable period last year. Gross margin, as a percentage of net sales, improved to 30.2% in the third quarter of fiscal 2006 compared to 28.8% for the same period last year.

For the third quarter of fiscal 2006, the Company reported operating income of \$10.8 million compared to \$8.4 million for the comparable period last year. Operating income, as a percentage of sales was 16.0% for the third quarter of fiscal 2006 compared to 14.5% for the same period last year.

For the third quarter of fiscal 2006, the Company reported net income of \$5.1 million, an increase of 107.1%, compared to net income of \$2.5 million in the same period last year. Diluted earnings per share for the third quarter was \$0.29 compared to \$0.13 in the same period last year.

**Nine Month Results**

Net sales for the nine month period ended December 31, 2005 were \$198.8 million, an increase of 16.4% from \$170.7 million in the nine month period ended January 1, 2005. Gross margin rose 25.8% to \$59.6 million compared to \$47.4 million for the same nine month period last year. Gross margin, as a percentage of net sales, improved to 30.0% in the first nine months of fiscal 2006 compared to 27.8% for the same period last year.

For the nine month period ended December 31, 2005, the Company reported operating income of \$26.3 million, compared to \$21.7 million for the comparable period last year. Adjusted operating income, excluding non-recurring compensation expense and management fees, stock option compensation expense and non-cash disposal of fixed assets, increased 31.7% to \$31.9 million for the nine months ended December 31, 2005 compared to \$24.2 million for the comparable period last year. Operating income, as a percentage of sales, excluding these charges, was 16.0% in the first nine months of fiscal 2006 compared to 14.2% for the same period last year.

For the nine month period ended December 31, 2005, the Company reported net income of \$6.5 million compared to \$0.3 million in the same period last year. Net income, excluding the after tax impact of non-recurring compensation expense and management fees, stock option compensation expense, disposal of fixed assets, and loss on early extinguishment of debt, increased 100.3% to \$12.6 million for the first nine months of fiscal 2006 compared to \$6.3 million for the comparable period last year.

**Segment Results**

Our Plain Bearing segment achieved net sales of \$28.5 million for the third quarter of fiscal 2006, an increase of \$5.8 million, compared to \$22.7 million for the same period last year. For the first nine months of fiscal 2006, the segment achieved net sales of \$82.1 million, an increase of \$15.4 million, compared to \$66.7 million for the same period last year.

Our Roller Bearing segment achieved net sales of \$23.4 million for the third quarter of fiscal 2006, an increase of \$2.4 million, compared to \$21.0 million for the same period last year. For the nine months ended December 31, 2005, the Roller Bearing segment achieved net sales of \$71.2 million, an increase of \$6.6 million, compared to \$64.6 million for the same period last year.

Our Ball Bearing segment achieved net sales of \$11.4 million for the third quarter fiscal 2006, an increase of \$1.1 million, compared to \$10.3 million for the same period last year. Our Ball

Bearing segment achieved net sales of \$33.2 million for the nine month period ended December 31, 2005, an increase of \$4.8 million, compared to \$28.4 million for the same period last year.

Our Other segment achieved net sales of \$4.1 million for the third quarter of fiscal 2006 compared to \$4.1 million for the same period last year. Our Other segment achieved net sales of \$12.2 million for the first nine months of fiscal 2006, an increase of \$1.1 million, compared to \$11.1 million for the same

period last year.

## **Outlook**

“Looking toward the last quarter of fiscal 2006, we see strong opportunities in the marketplace. Continued focus on growing customer relationships and our ability to capitalize on the operational momentum we have built will fuel both top-line growth and gross margin improvements,” concluded Dr. Hartnett.

Based on current market conditions, the Company expects financial performance in its fourth quarter of fiscal 2006 to be as follows:

- Fourth quarter fiscal 2006 net sales in the range of \$73.0 - \$75.0 million
- Fourth quarter fiscal 2006 operating income in the range of \$11.4 - \$12.0 million

## **Live Webcast**

RBC Bearings Incorporated will host a webcast at 10:30 a.m. ET today to discuss the quarterly results. To access the webcast, go to the investor relations portion of the Company’s web site, [www.rbcbearings.com](http://www.rbcbearings.com), and click on the webcast icon. If you do not have access to the Internet and wish to listen to the call, dial 800-591-6923 (international callers dial 617-614-4907) and enter conference call ID # 10029827. An audio replay of the call will be available beginning at 12:30 p.m. ET on Tuesday, February 14, until 11:59 p.m. ET on Tuesday, February 21. The replay can be accessed by dialing 888-286-8010 (international callers dial 617-801-6888) and entering conference call ID # 79025139.

## **Non-GAAP Financial Measures**

In addition to disclosing results of operations that are determined in accordance with generally accepted accounting principles (“GAAP”), this press release also discloses non-GAAP results of operations, including adjusted operating income and adjusted net income that exclude certain charges. These non-GAAP measures adjust for charges that are unusual and non-

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recurring. 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, particularly operating income and net income. A reconciliation of the non-GAAP measures disclosed in the press release with the most comparable GAAP measures is included in the financial table attached to this press release.

## **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 1,700 people in 19 facilities located throughout North America and Europe.

## **Safe Harbor for Forward Looking Statements**

Certain statements in this press release contain “forward-looking statements.” All statements other than statements of historical fact are “forward-looking statements” for purposes of federal and state securities laws, including any projections of earnings; revenue or other financial items, 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; 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 forward-looking 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 Registration Statement

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on Form S-1 initially filed on May 11, 2005, as amended. The Company does not intend, and undertakes no obligation, to update or alter any forward-looking statement.

## **Contacts**

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**RBC Bearings Incorporated**  
**Consolidated Statements of Operations**  
(dollars in thousands, except share and per share data)  
**Unaudited**

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Net sales	\$ 67,390	\$ 58,145	\$ 198,758	\$ 170,731
Cost of sales	47,029	41,413	139,134	123,325
Gross margin	20,361	16,732	59,624	47,406
<b>Operating expenses:</b>				
Selling, general and administrative	9,203	8,041	32,325	23,261
Other, net	370	286	1,020	2,464
Total operating expenses	9,573	8,327	33,345	25,725
Operating income	10,788	8,405	26,279	21,681
Interest expense, net	2,978	4,383	12,582	14,335
Loss on early extinguishment of debt	—	—	3,771	6,956
Other non-operating expense	—	(106)	—	(98)
Income before income taxes	7,810	4,128	9,926	488
Provision for income taxes	2,711	1,666	3,442	180
Net income	5,099	2,462	6,484	308
Preferred stock dividends	—	(576)	(893)	(1,693)
Participation rights of preferred stock in undistributed earnings	—	(433)	(630)	(687)
Net income (loss) available to common stockholders	\$ 5,099	\$ 1,453	\$ 4,961	\$ (2,072)
<b>Net income (loss) per common share:</b>				
Basic	\$ 0.31	\$ 0.23	\$ 0.43	\$ (0.33)
Diluted	\$ 0.29	\$ 0.13	\$ 0.37	\$ (0.33)
<b>Weighted average common shares:</b>				
Basic	16,546,681	6,188,903	11,649,073	6,188,903
Diluted	17,676,227	10,870,755	13,307,181	6,188,903
	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
<b>Reconciliation of Reported Operating Income to Adjusted Operating Income:</b>				
Reported operating income	\$ 10,788	\$ 8,405	\$ 26,279	\$ 21,681
Stock options compensation expense	65	187	207	332
Non-recurring compensation expense	—	—	5,200	—
Management service fees	—	113	173	362
Disposal of fixed assets	—	—	30	1,841
Adjusted operating income	\$ 10,853	\$ 8,705	\$ 31,889	\$ 24,216
<b>Reconciliation of Reported Net Income to Adjusted Net Income:</b>				
Reported net income	\$ 5,099	\$ 2,462	\$ 6,484	\$ 308
Stock options compensation expense (1)	42	112	135	209
Non-recurring compensation expense (1)	—	—	3,396	—
Management service fees (1)	—	67	113	228
Disposal of fixed assets (1)	—	—	20	1,162
Loss on early extinguishment of debt (1)	—	—	2,462	4,389
Adjusted net income	\$ 5,141	\$ 2,641	\$ 12,610	\$ 6,296

(1) Item was tax effected at the effective tax rate.

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
<b>Selected Financial Data:</b>				
Depreciation and amortization	\$ 2,357	\$ 2,446	\$ 7,138	\$ 7,344

Cash provided by operating activities	\$	9,896	\$	2,140	\$	13,164	\$	4,705
Capital expenditures	\$	1,913	\$	2,704	\$	7,772	\$	6,604
Total debt					\$	169,030	\$	222,254
Cash on hand					\$	10,312	\$	1,703
Total debt minus cash on hand					\$	158,718	\$	220,551
Backlog					\$	152,625	\$	133,814

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