

RBC Bearings INC  
Form 8-K  
September 14, 2012

**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 14, 2012** (Date of earliest event reported: **September 14, 2012**)

**RBC BEARINGS INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware                      333-124824 95-4372080  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) 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))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Company's Annual General Meeting of Stockholders on September 14, 2012, the stockholders (1) elected all three of the Company's nominees for director; (2) ratified the appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for fiscal year 2013; and (3) did not approve, on an advisory basis, the compensation paid to the Company's named executive officers.

Shares were voted on these proposals as follows:

**Proposals 1.** The stockholders elected the following three directors to hold office as noted below (or until their respective successors are elected and qualified).

| Nominees               | For        | Withheld  | Broker<br>NonVote |
|------------------------|------------|-----------|-------------------|
| (a) Mitchell I. Quain  | 18,590,596 | 2,494,063 | 483,072           |
| (b) Alan B. Levine     | 18,880,250 | 2,204,409 | 483,072           |
| (b) Richard R. Crowell | 18,880,350 | 2,204,309 | 483,072           |

(a) to hold office in Class I for a one year term until the Company's 2013 Annual General Meeting of Stockholders.

(b) to hold office in Class II for a three year term until the Company's 2015 Annual General Meeting of Stockholders:

**Proposal 2.** The stockholders ratified the appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for fiscal year 2012:

| For        | Against | Abstain | Broker<br>Non Vote |
|------------|---------|---------|--------------------|
| 21,564,825 | 1,036   | 1,870   | 0                  |

**Proposal 3.** The stockholders did not approve, on an advisory basis, the compensation paid to the Company's named executive officers.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non Vote</b> |
|------------|----------------|----------------|------------------------|
| 5,982,692  | 14,252,759     | 849,208        | 483,072                |

In light of this vote, and consistent with the Company's recommendation as described in its 2012 proxy statement, the Company's Compensation Committee will consider the stockholders' concerns and evaluate whether any actions are necessary to address those concerns.

## **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 14, 2012

**RBC BEARINGS INCORPORATED**

By: /s/ Thomas J. Williams

Name: Thomas J. Williams

Title: Corporate General Counsel & Secretary

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