

REGAL BELOIT CORP  
Form 8-K  
December 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of earliest event reported): **December 13, 2012**

**REGAL BELOIT CORPORATION**

(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other  
jurisdiction of  
incorporation)

**1-7283**  
(Commission File  
Number)

**39-0875718**  
(IRS Employer  
Identification No.)

**200 State Street, Beloit, Wisconsin 53511**

(Address of principal executive offices, including zip code)

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**(608) 364-8800**

(Registrant's telephone number, including area code)

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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:

- 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 8.01.      Other Events.

On December 13, 2012, Regal Beloit Corporation (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Robert W. Baird & Co. Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein (the "Underwriters"). Pursuant to the Underwriting Agreement, the Company agreed to sell and the Underwriters agreed to purchase for resale to the public (the "Public Offering"), subject to the terms and conditions expressed therein, 2,750,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), at a price per share of \$67.00 to the public, less an underwriting discount of \$2.764 per share. The Underwriters have also been granted an option to purchase 412,500 additional shares of the Common Stock at the same price per share to cover over-allotments. The Public Offering is expected to close on December 18, 2012. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated by reference herein.

The Common Stock to be sold pursuant to the Underwriting Agreement was registered pursuant to an effective shelf Registration Statement on Form S-3 (Registration No. 333-177908) that the Company filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended.

In connection with the Public Offering, the Company has filed or will file with the Securities and Exchange Commission a definitive prospectus supplement, dated December 13, 2012, a preliminary prospectus supplement, dated December 12, 2012, and a prospectus, dated November 10, 2011. In addition, the Company is filing as exhibits to this Current Report the Underwriting Agreement and an opinion and consent of Foley & Lardner LLP, legal counsel to the Company, issued to the Company as to the validity of the shares of Common Stock being offered in the Public Offering.

Item 9.01.      Financial Statements and Exhibits.

(a)                      Not applicable.

(b)                      Not applicable.

(c)                      Not applicable.

(d)                      Exhibits. The following exhibits are being filed herewith:

(1.1)                      Underwriting Agreement, dated December 13, 2012, among Regal Beloit Corporation and Robert W. Baird & Co. Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein.

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(5.1) Opinion of Foley & Lardner LLP, dated December 13, 2012.

(23.1) Consent of Foley & Lardner LLP (contained in Exhibit 5.1 hereto).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REGAL BELOIT CORPORATION**

Date: December 13, 2012

By: /s/ Peter C. Underwood  
Peter C. Underwood  
Vice President, General Counsel and Secretary

**REGAL BELOIT CORPORATION**

**Exhibit Index to Current Report on Form 8-K**

**Dated December 13, 2012**

**Exhibit  
Number**

- (1.1) Underwriting Agreement, dated December 13, 2012, among Regal Beloit Corporation and Robert W. Baird & Co. Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein.
- (5.1) Opinion of Foley & Lardner LLP, dated December 13, 2012.
- (23.1) Consent of Foley & Lardner LLP (contained in Exhibit 5.1 hereto).