

REGAL BELOIT CORP
Form POS462B
March 12, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

REGAL-BELOIT CORPORATION
(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-0875718
(I.R.S. Employer
Identification No.)

Regal-Beloit Corporation
200 State Street
Beloit, Wisconsin 53511-6254
(608) 364-8800
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

James L. Packard
Chairman, President and Chief Executive Officer
Regal-Beloit Corporation
200 State Street
Beloit, Wisconsin 53511-6254
(608) 364-8800
(Name, address, including zip code, and telephone number, including
area code, of agent for service)

with a copy to:

Benjamin F. Garmer, III
Foley & Lardner
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 271-2400

Charles M. Weber
Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 277-5000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box.

If any of the securities being registered on this Form are to be offered on
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of
1933, other than securities offered only in connection with dividend or interest
reinvestment plans, please check the following box.

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. 333-81968

If this Form is a post-effective amendment filed pursuant to Rule 462(c)
under the Securities Act, check the following box and list the Securities Act
registration statement number of the earlier effective registration statement
for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434,
please check the following box.

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Offering
Common Stock, \$.01 par value, with attached Common Share Purchase Rights.....	659,985 shares and rights	\$23.25	\$15,34

- (1) Each share of Regal-Beloit Corporation Common Stock has attached thereto one Common Share P
- (2) Calculated pursuant to Rule 457 under the Securities Act of 1933. The value attributable to in the price of the Common Stock.

 This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.
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EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV of Form S-3, both as promulgated under the Securities Act of 1933. The contents of the Registration Statement on Form S-3 (Registration No. 333-81968) filed by Regal-Beloit Corporation with the Securities and Exchange Commission on February 1, 2002, as amended, which was declared effective on March 11, 2002, including the exhibits thereto, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Beloit, State of Wisconsin, on March 12, 2002.

REGAL-BELOIT CORPORATION

By: /s/ James L. Packard

 James L. Packard
 Chairman, President and Chief
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

Signature	Title	Date
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/s/ James L. Packard	Chairman, President and Chief Executive Officer and Director	March 12, 2002
----- James L. Packard	(Principal Executive Officer)	

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/s/ Kenneth F. Kaplan ----- Kenneth F. Kaplan	Vice President, Chief Financial Officer and Secretary (Principal Accounting and Financial Officer)	March 12, 2002
/s/ Henry W. Knueppel ----- Henry W. Knueppel	Executive Vice President and Director	March 12, 2002
* ----- Frank Bauchiero	Director	March 12, 2002
* ----- J. Reed Coleman	Director	March 12, 2002
* ----- John M. Eldred	Director	March 12, 2002
* ----- Stephen Graff	Director	March 12, 2002
* ----- Paul W. Jones	Director	March 12, 2002
* ----- G. Frederick Kasten, Jr.	Director	March 12, 2002
* ----- John A. McKay	Director	March 12, 2002
*By: /s/ James L. Packard ----- James L. Packard Attorney-in-fact		

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EXHIBIT INDEX

Exhibit Number	Document Description
(5)	Opinion of Foley & Lardner (including consent of counsel).
(23.1)	Consent of Arthur Andersen LLP.
(23.2)	Consent of Foley & Lardner (filed as part of Exhibit (5)).
(24)	Powers of Attorney relating to subsequent amendments [Incorporated by reference to Exhibit 24 to the Company's Registration Statement on Form S-3 (Reg. No. 333-81968)].

