

REGAL BELOIT CORP  
Form DEF 14A  
March 22, 2017  
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Regal Beloit Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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**REGAL BELOIT CORPORATION**

**200 State Street  
Beloit, Wisconsin 53511**

**Notice of 2017 Annual Meeting of Shareholders  
To Be Held May 1, 2017**

To the Shareholders of Regal Beloit Corporation:

You are hereby notified that the 2017 Annual Meeting of Shareholders of Regal Beloit Corporation will be held at the James L. Packard Learning Center located at our corporate headquarters, 200 State Street, Beloit, Wisconsin 53511, on Monday, May 1, 2017 at 9:00 a.m., Central Daylight Time, for the following purposes:

1. To elect six directors for terms expiring at the 2018 Annual Meeting of Shareholders.
2. To consider a shareholder advisory vote on the compensation of our named executive officers as disclosed in the accompanying proxy statement.
3. To consider a shareholder advisory vote on the frequency of the advisory vote on the compensation of our named executive officers.
4. To ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 30, 2017.
5. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on March 8, 2017 as the record date for the determination of the shareholders entitled to notice of and to vote at the annual meeting.

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We are furnishing our proxy materials to our shareholders over the Internet. This process expedites the delivery of proxy materials, maintains convenient access to the proxy materials by our shareholders and provides clear instructions for receiving proxy materials and voting your shares. It is also friendly to the environment.

On March 22, 2017, we mailed to our shareholders the Notice of Internet Availability of Proxy Materials. That Notice contains instructions on how to access our 2017 Proxy Statement and 2016 Annual Report and how to vote online. In addition, the Notice of Internet Availability of Proxy Materials contains instructions on how our shareholders can (i) receive a paper copy of the Proxy Statement and Annual Report, if they received only a Notice of Internet Availability of Proxy Materials this year, or (ii) elect to receive their Proxy Statement and Annual Report only over the Internet, if they received them by mail this year.

We hope that you will be able to attend the meeting in person, but if you are unable to do so, it is important that your shares are represented at the Annual Meeting. You may vote your shares over the Internet at the website identified in the Notice of Internet Availability of Proxy Materials or via the toll-free telephone number identified in that Notice. If you received a paper copy of the proxy card by mail, then you may sign and date the proxy card and return it by mail in the envelope provided. The Notice of Internet Availability of Proxy Materials contains instructions for use of all three methods of voting. If,

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for any reason, you should subsequently change your plans, you may, of course, revoke your proxy at any time before it is actually voted.

By Order of the Board of Directors  
REGAL BELOIT CORPORATION

Thomas E. Valentyn  
*Vice President, General Counsel and Secretary*

Beloit, Wisconsin  
March 22, 2017

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**PROXY STATEMENT**

This Proxy Statement relates to the solicitation by Regal Beloit Corporation ( we or the Company ), on behalf of its Board of Directors (the Board ), of your proxy to vote your shares of the Company s common stock at the 2017 annual meeting of shareholders and all adjournments or postponements thereof (the Annual Meeting ). We mailed our Notice of Internet Availability of Proxy Materials and we are making available this proxy statement on March 22, 2017. We solicit proxies to give all shareholders of record an opportunity to vote on matters that will be presented at the Annual Meeting. In this proxy statement, you will find information on these matters, which is provided to assist you in voting your shares.

**COMMONLY ASKED QUESTIONS AND ANSWERS  
ABOUT THE ANNUAL MEETING**

**Q:** *What am I being asked to vote on?*

- A:**
- The election of directors;
  
  - An advisory vote on the compensation of our named executive officers as disclosed in this proxy statement;
  
  - An advisory vote on the frequency of the advisory vote on the compensation of our named executive officers; and
  
  - Ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 30, 2017.

**Q:** *Who can vote?*

**A:** Holders of our common stock as of the close of business on the record date, March 8, 2017, may vote at the Annual Meeting, either in person or by proxy. Each share of common stock is entitled to one vote.

**Q:** *How do I vote?*

A: On March 22, 2017, we mailed our Notice of Internet Availability of Proxy Materials, which includes instructions for accessing this proxy statement and our 2016 Annual Report, as well as instructions for our shareholders to vote over the Internet, via a toll-free telephone number or by mail by signing, dating and returning a paper proxy card. You can vote in the following ways:

*By Proxy* Before the Annual Meeting, you can give a proxy to vote your shares of common stock in one of the following ways:

- by telephone;
  
- by using the Internet; or
  
- by completing and signing a proxy card and mailing it in time to be received prior to the Annual Meeting if you request to receive a paper copy of a proxy card.

The telephone and Internet voting procedures are designed to confirm your identity, to allow you to give your voting instructions and to verify that your instructions have been properly recorded. If you wish to vote by telephone or Internet, please follow the



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instructions that are printed on the Notice of Internet Availability of Proxy Materials.

If you mail your properly completed and signed proxy card to us, or vote by telephone or the Internet, then your shares of common stock will be voted according to the choices that you specify. If you sign and mail your proxy card to us without making any choices, your proxy will be voted:

- FOR the election of all persons nominated by the Board for election as directors;
  
- FOR the approval of the compensation of our named executive officers;
  
- To hold a shareholder advisory vote on the frequency of the advisory vote on the compensation of our named executive officers every year; and
  
- FOR the ratification of the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 30, 2017.

Other than the election of directors, approval of the compensation of our named executive officers, recommending the frequency with which advisory votes on the compensation of our named executive officers are held and the ratification of the selection of our independent registered public accounting firm, we are not currently aware of any other matters that will be brought before the Annual Meeting. However, by giving your proxy, you appoint the persons named as proxies as your representatives at the Annual Meeting. If a matter comes up for a vote at the Annual Meeting that is not included in the proxy materials, then the proxy holders will vote your shares in accordance with their best judgment.

*In Person* You may come to the Annual Meeting and cast your vote there. If your shares are held in the name of your broker, bank or other nominee and you wish to vote at the Annual Meeting, then your broker, bank or other nominee will provide you with instructions for voting your shares.

**Q:** *May I change or revoke my vote?*

**A:** You may change your vote or revoke your proxy at any time prior to your shares being voted by:

- notifying our Secretary in writing that you are revoking your proxy;
- giving another signed proxy that is dated after the date of the proxy that you wish to revoke;
- using the telephone or Internet voting procedures; or
- attending the Annual Meeting and voting in person (attendance at the Annual Meeting alone will not revoke your proxy).

***Q: Will my shares be voted if I do not provide my proxy?***

**A:** It depends on whether you hold your shares in your own name or in the name of a brokerage firm. If you hold your shares directly in your name, then they will not be voted unless you provide a proxy or vote in person at the Annual Meeting. Brokerage firms or other nominees generally have the authority to vote customers uninstructed shares on certain

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routine matters. If your shares are held in the name of a brokerage firm, the brokerage firm has the discretionary authority to vote your shares in connection with the ratification of our independent registered public accounting firm if you do not timely provide your proxy because this matter is considered routine under the New York Stock Exchange ( NYSE ) listing standards.

However, if you have not provided directions to your broker, your broker will not be able to vote your shares with respect to the election of directors, the approval of the compensation of our named executive officers or the recommendation of the frequency with which advisory votes on the compensation of our named executive officers are held. **We strongly encourage you to submit your proxy card and exercise your right to vote as a shareholder.**

*Q: What constitutes a quorum?*

A: As of the record date, March 8, 2017, 44,808,087 shares of our common stock were issued and outstanding and entitled to vote at the Annual Meeting. To conduct the Annual Meeting, a majority of the shares entitled to vote must be present in person or by proxy. This is referred to as a quorum. If you submit a properly executed proxy card or vote by telephone or the Internet, then you will be considered present at the Annual Meeting for purposes of determining the presence of a quorum. Abstentions and broker non-votes will be counted as present and entitled to vote for purposes of determining the presence of a quorum. A broker non-vote occurs when a broker or other nominee who holds shares for another person has not received voting instructions from the owner of the shares and, under NYSE rules, does not have discretionary authority to vote on a proposal.

*Q: What vote is needed for these proposals to be adopted?*

A: *Proposal 1* The affirmative vote of the holders of a majority of the shares of our common stock represented in person or by proxy at the Annual Meeting is required to elect each director (assuming a quorum is present). Abstentions and broker non-votes will have the effect of votes against the election of director nominees.

*Proposal 2* The affirmative vote of the holders of a majority of the shares of our common stock represented in person or by proxy at the Annual Meeting is required to approve the compensation of our named executive officers (assuming a quorum is present). Because this vote is advisory, the results of the vote are not binding on our Board of Directors or our Compensation and Human Resources Committee. However, if there is a significant vote against the compensation of our named executive officers, then our Board of Directors and our Compensation and Human Resources Committee will carefully evaluate whether any actions are necessary to address those concerns. Abstentions and broker non-votes will have the effect of votes against this proposal.

*Proposal 3* The frequency of the advisory vote on the compensation of our named executive officers receiving the greatest number of votes cast in favor of such frequency, whether every year, every two years or every three years, will be the frequency of the

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advisory vote on executive compensation that shareholders are deemed to have approved. Because this is an advisory vote, the results of the vote are not binding on our Board of Directors or our Compensation and Human Resources Committee. Our Board of Directors and our Compensation and Human Resources Committee intend to consider the results of this advisory vote in making a determination concerning the frequency of advisory shareholder votes on the compensation of our named executive officers. Abstentions and broker non-votes will have no effect on this proposal.

*Proposal 4* The affirmative vote of the holders of a majority of the shares of our common stock represented and voted at the Annual Meeting (assuming a quorum is present) is required to ratify the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 30, 2017. Abstentions will have the effect of votes against this proposal.

***Q: Who conducts the proxy solicitation and how much will it cost?***

**A:** We are requesting your proxy for the Annual Meeting and will pay all costs of soliciting shareholder proxies. In addition to soliciting proxies by mail and through the Internet, we may request proxies personally and by telephone, fax or other means. We can use our directors, officers and regular employees to request proxies. These people do not receive additional compensation for these services. We will reimburse brokerage houses and other custodians, nominees and fiduciaries for their reasonable out-of-pocket and clerical expenses for forwarding solicitation materials to beneficial owners of our common stock.

***Q: Are the Company's proxy materials available on the Internet?***

**A:** Yes. The Company's proxy statement for the 2017 Annual Meeting of Shareholders and 2016 Annual Report to Shareholders are available at [www.proxyvote.com](http://www.proxyvote.com).

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**PROPOSAL 1: ELECTION OF DIRECTORS**

The Board is currently comprised of ten directors, divided into two classes of three members each and one class of four members, with the terms of one class of directors expiring each year. The Board has nominated Christopher L. Doerr, Thomas J. Fischer, Mark J. Gliebe, Rakesh Sachdev, Curtis W. Stoelting and Jane L. Warner, each of whom is currently serving as a director, for election at the Annual Meeting to serve until the 2018 annual meeting of shareholders and until their successors are duly elected and qualified. All of our other directors are expected to serve on the Board until their respective terms expire as indicated below.

At our 2015 Annual Meeting of Shareholders, our shareholders approved an amendment and restatement of our Articles of Incorporation that resulted in our Board's classified nature being phased-out over the next three years. We began the phase-out of our Board's classified nature at the 2016 Annual Meeting of Shareholders. Directors elected at the 2016 Annual Meeting of Shareholders and those to be elected at the Annual Meeting serve terms of one year expiring at the next annual meeting following the year of their election. Directors elected prior to the 2016 Annual Meeting of Shareholders will hold office for the remainder of their three-year terms for which they were elected and until their successors have been duly elected and qualified. Therefore, beginning at the 2018 Annual Meeting of Shareholders and each annual meeting thereafter, all directors will be elected to hold office for a term expiring at the next annual meeting and until their successors have been elected and qualified.

Unless shareholders otherwise specify, the shares represented by the proxies received will be voted in favor of the Board's nominees for election as directors. The Board has no reason to believe that any of the listed nominees will be unable or unwilling to serve as a director if elected. However, in the event that any nominee should be unable or unwilling to serve, the shares represented by proxies received will be voted for another nominee selected by the Board.

Our Corporate Governance and Director Affairs Committee periodically reviews and recommends to the Board the qualities, skills and attributes desired in our directors to reflect the unique challenges facing, and business strategies of, our company. The Corporate Governance and Director Affairs Committee reviews the qualities, skills and attributes of proposed nominees when it makes director nominee recommendations to the Board and compares them against the desired qualities, skills and attributes. The Board reviews this information when considering proposed nominees. Some of the challenges and strategies we face in our business, and the corresponding desired qualities, skills and attributes, are described in the following table.

Challenges/Strategies	Desired Qualities, Skills, Attributes
We are a global company with operations and customers around the world	<ul style="list-style-type: none"> <li>• Diversity of gender, race, nationality, cultural and/or professional experience</li> <li>• Experience in global markets</li> <li>• Experience as a current or former chief executive or chief operating officer, or significant operations experience</li> </ul>



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Challenges/Strategies	Desired Qualities, Skills, Attributes
We have grown substantially through acquisition and future acquisitions are one component of our capital deployment strategy	<ul style="list-style-type: none"> <li>• Business development/M&amp;A experience</li> <li>• Knowledge of investment banking and/or capital markets</li> </ul>
Our presence and sales in multiple global jurisdictions and across several business platforms results in a wide variety of transactions in many different currencies	<ul style="list-style-type: none"> <li>• Experience as a current or former chief financial officer</li> <li>• Expertise in matters of public accounting</li> </ul>
We believe that good corporate governance will improve our operating performance and aligns with the interests of our shareholders	<ul style="list-style-type: none"> <li>• Public company board experience</li> <li>• Knowledgeable in corporate governance</li> </ul>
Our industry has numerous unique challenges associated with manufacturing our products as well as conducting our business	<ul style="list-style-type: none"> <li>• Knowledge and experience in our industry</li> <li>• Current or past experience with manufacturing</li> </ul>

The following sets forth certain information, as of March 8, 2017, about each of the Board's nominees for election at the Annual Meeting and each director whose term will continue after the Annual Meeting. Except as otherwise noted, each nominee has engaged in the principal occupation or employment and has held the offices shown for more than the past five years.



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*Nominees for Election at the Annual Meeting:*

Name	Age	Director Since	Principal Occupation; Office, if any, Held in the Company; Other Directorships
Christopher L. Doerr	67	2003	<p>CEO of Passage Partners, LLC (a private investment company) (Co-CEO 2001-2016); former Co-CEO of Sterling Aviation Holdings, Inc. (aircraft management and charter company), 2004-2014; Former Executive Chairman and Chief Executive Officer of Karl's Rental, Inc. (global manufacturer and supplier of portable event structures and related equipment), 2009-2011; former President and Co-CEO, Leeson Electric Corporation, 1986-2001. Mr. Doerr is currently a director of Roadrunner Transportation Systems, Inc., and has served as a director of several privately-held and publicly-traded companies and as a chief executive officer of a number of privately-held companies. Among the qualities, skills and attributes desired by our Board, Mr. Doerr has</p> <ul style="list-style-type: none"> <li>• Experience in manufacturing;</li> <li>• Global experience;</li> <li>• CEO experience;</li> <li>• Extensive M&amp;A experience;</li> <li>• Public company board experience; and</li> <li>• Experience in our industry.</li> </ul>
Thomas J. Fischer	69	2004	<p>Corporate financial, accounting and governance consultant since 2002; retired Deputy Managing Partner for the Great Plains Region and Milwaukee office managing partner, Arthur Andersen LLP; director, Badger Meter Inc. and WEC Energy Group. Among the qualities, skills and attributes desired by our Board, Mr. Fischer has</p> <ul style="list-style-type: none"> <li>• Extensive M&amp;A experience;</li> <li>• Public company board experience;</li> <li>• Experience in our industry;</li> <li>• Corporate governance knowledge; and</li> <li>• Expertise in matters of public accounting.</li> </ul>

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Name	Age	Director Since	Principal Occupation; Office, if any, Held in the Company; Other Directorships
Mark J. Gliebe	56	2007	<p>Chairman of the Board and Chief Executive Officer of the Company; was appointed Chairman of the Board in January 2012; elected Chief Executive Officer in May 2011; served as President and Chief Operating Officer of the Company from December 2006 to May 2011; Vice President and President-Electric Motors Group of the Company from January 2005 to December 2005; prior thereto employed by General Electric Company (a diversified industrial and commercial manufacturing corporation) as the General Manager of GE Motors &amp; Controls in the GE Consumer &amp; Industrial business unit from 2000-2004. Mr. Gliebe is currently a director of Joy Global Inc. Among the qualities, skills and attributes desired by our Board, Mr. Gliebe has</p> <ul style="list-style-type: none"> <li>• Experience in our industry;</li> <li>• Global experience;</li> <li>• CEO experience;</li> <li>• Extensive M&amp;A experience;</li> <li>• Investment banking and capital markets expertise; and</li> <li>• Public company board experience.</li> </ul>
Rakesh Sachdev	60	2007	<p>Chief Executive Officer and Director of Platform Specialty Products Corporation (a global, diversified producer of high-technology specialty chemicals and a provider of technical services) since January 2016. Former President and Chief Executive Officer of Sigma-Aldrich Corporation (a life science and technology company that develops and sells biochemical and organic chemical products and kits), 2010-2015; prior thereto served as Vice President and Chief Financial Officer of Sigma-Aldrich Corporation since 2008; prior thereto worked in various positions with ArvinMeritor, Inc. since 1999, including Senior Vice President and President of Asia Pacific 2007-2008, Senior Vice President-Strategy and Corporate Development 2005-2007 and Vice President and Corporate Controller/Interim CFO 2003-2005; director, Edgewell Personal Care Products Corp (EPC) since 2015. Among the qualities, skills and attributes desired by our Board, Mr. Sachdev has</p> <ul style="list-style-type: none"> <li>• Global experience;</li> <li>• CEO experience;</li> <li>• Extensive M&amp;A experience;</li> <li>• Investment banking and capital markets expertise;</li> <li>• Public company board experience;</li> <li>• Corporate governance knowledge;</li> </ul>

- Expertise in matters of public accounting;
- CFO experience; and
- Gender, ethnic or racial diversity.

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Name	Age	Director Since	Principal Occupation; Office, if any, Held in the Company; Other Directorships
Curtis W. Stoelting	57	2006	<p>President and Chief Operating Officer of Roadrunner Transportation Systems, Inc. (a transportation and logistics service provider) since January 2016. Former Chief Executive Officer of TOMY International (formerly RC2 Corporation, a designer, producer and marketer of high-quality toys, collectibles and infant and toddler products), from January 2003 to March 2013; prior thereto served as Chief Operating Officer of RC2 Corporation from 2000-2003 and Executive Vice President from 1998-2003; director, TOMY Company, Ltd. Mr. Stoelting is currently a director of Roadrunner Transportation Systems, Inc. Among the qualities, skills and attributes desired by our Board, Mr. Stoelting has</p> <ul style="list-style-type: none"> <li>• Global experience;</li> <li>• CEO experience;</li> <li>• Extensive M&amp;A experience;</li> <li>• Investment banking and capital markets expertise;</li> <li>• Public company board experience;</li> <li>• Corporate governance knowledge; and</li> <li>• Expertise in matters of public accounting.</li> </ul>
Jane L. Warner	70	2013	<p>Retired Executive Vice President, Decorative Surfaces and Finishing, of Illinois Tool Works Inc. (a manufacturer of engineered fasteners and components, equipment and consumable systems, and specialty products); employed by Illinois Tool Works Inc. from 2005 to 2013. Prior thereto, she served as President of Plexus Systems LLC from 2004 to 2005. (One of our directors, Dean A. Foate, is the retired President and Chief Executive Officer of Plexus Corporation. Plexus Systems LLC is not affiliated with Plexus Corporation.) She also served in various capacities with Electronic Data Systems Corporation from 2000 to 2004, including serving as President, Global Manufacturing Industry Group, from 2002 to 2004. Ms. Warner also served as Executive Vice President for first tier supplier Textron Automotive from 1994 to 1999. Prior thereto, she held executive positions in manufacturing, engineering and human resources over a 20-year span at General Motors Corporation. Ms. Warner is a director of Brunswick Corporation and Tenneco Inc. Among the qualities, skills and attributes desired by our Board, Ms. Warner has</p> <ul style="list-style-type: none"> <li>• Global experience;</li> <li>• Experience in manufacturing;</li> <li>• Public company board experience;</li> <li>• Corporate governance knowledge; and</li> </ul>

- Gender, ethnic or racial diversity.

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**THE BOARD RECOMMENDS THE FOREGOING NOMINEES FOR ELECTION AS DIRECTORS AND URGES EACH SHAREHOLDER TO VOTE FOR ALL NOMINEES.**

*Directors Continuing in Office:*

*Terms Expiring at the 2018 Annual Meeting of Shareholders*

Name	Age	Director Since	Principal Occupation; Office, if any, Held in the Company; Other Directorships
Stephen M. Burt	52	2010	<p>Managing Director of Duff &amp; Phelps (a provider of independent financial advisory and investment banking services) and President of Duff &amp; Phelps Securities, LLC (a provider of merger and acquisition advisory services) since 1994. Mr. Burt is an NACD Governance Fellow. Among the qualities, skills and attributes desired by our Board, Mr. Burt has</p> <ul style="list-style-type: none"> <li>• Extensive M&amp;A experience;</li> <li>• Investment banking and capital markets expertise;</li> <li>• Corporate governance knowledge;</li> <li>• Global experience; and</li> <li>• Experience in our industry.</li> </ul>
Henry W. Knueppel	68	1987	<p>Non-Executive Chairman of Harsco Corporation (a diversified, multinational provider of industrial services and engineered products), 2012-2014; Interim Chairman and Chief Executive Officer of Harsco Corporation from February 2012 to September 2012; Former Chairman of the Board and Chief Executive Officer of the Company from April 2006 to May 2011; elected Chief Executive Officer April 2005; President and Chief Operating Officer from 2002-2005; Executive Vice President from 1987-2002; director, Harsco Corporation, Snap-on Incorporated, and WEC Energy Group, Inc. Among the qualities, skills and attributes desired by our Board, Mr. Knueppel has</p> <ul style="list-style-type: none"> <li>• Experience in our industry;</li> <li>• Global experience;</li> <li>• CEO experience;</li> <li>• Extensive M&amp;A experience;</li> </ul>

- Investment banking and capital markets expertise;
- Public company board experience; and
- Corporate governance knowledge.

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Name	Age	Director Since	Principal Occupation; Office, if any, Held in the Company; Other Directorships
Dean A. Foate	58	2005	<p>Director and Executive Chairman of the Board of Plexus Corporation (an electronics manufacturing services company) since 2013; President and Chief Executive Officer of Plexus Corporation 2002-2016; Chief Operating Officer of Plexus Corporation from 2001-2002. Among the qualities, skills and attributes desired by our Board, Mr. Foate has</p> <ul style="list-style-type: none"> <li>• Experience in manufacturing;</li> <li>• Global experience;</li> <li>• CEO experience;</li> <li>• Extensive M&amp;A experience;</li> <li>• Investment banking and capital markets expertise;</li> <li>• Public company board experience; and</li> <li>• Corporate governance knowledge.</li> </ul>
Anesa Chaibi	50	2014	<p>Chief Executive Officer and Director of Optimas OE Solutions, LLC (a global provider of integrated supply chain solutions and engineering support) since March 2016. Prior thereto, served as President and Chief Executive Officer of HD Supply Facilities Maintenance, a division of HD Supply Holdings, Inc. (an industrial supplier), 2005-2015. General Manager of Global Quality and Commercial Operations for GE Water &amp; Process Technologies. From 1989 to 2004, Ms. Chaibi held a variety of roles of increasing responsibility in manufacturing, operations, production, marketing, corporate initiatives, global sourcing, Six Sigma Quality, and as a Business Leader within GE Silicones, Plastics, Power Systems, Industrial Systems, Water &amp; Process Technologies and Infrastructure. Among the qualities, skills and attributes desired by our Board, Ms. Chaibi has</p> <ul style="list-style-type: none"> <li>• Experience in manufacturing;</li> <li>• Global experience;</li> <li>• Significant operational experience; and</li> <li>• Gender, ethnic or racial diversity.</li> </ul>



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**BOARD OF DIRECTORS**

**Corporate Governance and Independent Directors**

The Board has in effect Corporate Governance Guidelines that, in conjunction with the Board committee charters, establish processes and procedures to help ensure effective and responsive governance by the Board. The Corporate Governance Guidelines are available, free of charge, on our website at [www.regalbeloit.com](http://www.regalbeloit.com). We are not including the information contained on or available through our website as a part of, or incorporating such information by reference into, this Proxy Statement.

The Corporate Governance Guidelines provide that a majority of the members of the Board must be independent directors under the listing standards of the NYSE. The Board has also adopted certain categorical standards of director independence to assist it in making determinations of director independence and which are contained in the Corporate Governance Guidelines. The categorical standards of director independence adopted by the Board are available on our website at [www.regalbeloit.com](http://www.regalbeloit.com).

Based on these standards, the Board has affirmatively determined by resolution that Messrs. Burt, Doerr, Fischer, Foate, Sachdev and Stoelting and Ms. Warner and Ms. Chaibi have no material relationship with the Company, and, therefore, each is independent in accordance with the NYSE listing standards and with the categorical standards of director independence adopted by the Board. The Board will regularly review the continuing independence of the directors.

**Code of Business Conduct and Ethics**

The Board has adopted the Regal Beloit Corporation Code of Business Conduct and Ethics, which applies to our directors, officers and employees. The Code is available, free of charge, on our website at [www.regalbeloit.com](http://www.regalbeloit.com).

**Board Leadership Structure**

Our Board does not have a policy on whether or not the roles of CEO and Chairman should be separate. Our Board reserves the right to vest the responsibilities of the CEO and Chairman in different individuals or in the same individual if in the Board's judgment a combined CEO and Chairman position is in the best interest of our company. In the circumstance where the responsibilities of the CEO and Chairman are vested in the same individual, or where the Chairman is not considered independent, the Board will designate a Presiding Director from among the independent directors to preside at non-employee director executive sessions.

Our Board believes that Mr. Gliebe, as Chairman of the Board, best serves the needs of the Board and our shareholders. Our Board made this determination in part because it believes that Mr. Gliebe's extensive experience and qualifications within our industries and in-depth knowledge

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of our markets and customer base allows him to provide strong leadership and act as a unified spokesperson on behalf of the Company. Our Board also believes that having Mr. Gliebe serve as both our Chief Executive Officer and our Chairman of the Board will allow him to leverage the information gained from both roles to lead the Company most effectively.

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**Presiding Director**

To supplement the combined Chairman and CEO position, our Board created a Presiding Director role. The position of the Presiding Director rotates periodically among the non-employee directors as determined by the Board upon the recommendation of the Corporate Governance and Director Affairs Committee. Mr. Sachdev currently serves as the Presiding Director. The Presiding Director is an independent and empowered director who is appointed by the independent directors and who works closely with the Chairman.

In addition to serving as the principal liaison between the independent directors and the Chairman in matters relating to the Board as a whole, the primary responsibilities of the Presiding Director are as follows:

- Preside at all meetings of the Board at which the Chairman is not present, including any executive sessions of the independent directors, and establish agendas for such executive sessions in consultation with the other directors and the Chairman;
- Review and approve proposed Board meeting agendas;
- Review and approve Board meeting schedules to help assure that there is sufficient time for discussion of all agenda items;
- Have the authority to call meetings of the independent directors as appropriate;
- Participate, with the Chair of the Compensation and Human Resources Committee, in communicating to the CEO the results of the Board's annual review of the CEO's performance; and
- Be available, as deemed appropriate by the Board, for consultation and direct communication with shareholders.

**Oversight of Risk Management**

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Our full Board is responsible for the oversight of our company's operational and strategic risk management process. The Board believes that oversight of risk management belongs at the full Board level rather than with any one particular committee primarily because of the importance of understanding and mitigating risk to the overall success of the Company. In furtherance of the Board's risk management oversight goals, the Board oversees the work of a Risk and Compliance Committee comprised of senior management and key managers of certain of our company's business units and functions around the world. The Risk and Compliance Committee is charged with, among other things, identifying, assessing and developing a mitigation strategy for significant risks that could impact our ability to meet our objectives and execute our strategies.

The Risk and Compliance Committee identifies and clarifies significant risks that may impact our company and assesses those risks, resulting in the establishment of a plan response/mitigation strategy for significant risks. The Risk and Compliance Committee delivers a summary of its activities and findings directly to our CEO, the Audit Committee, and our full Board. The summary is also used by our

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management team as part of our disclosure controls and procedures to ensure that information regarding risks applicable to our company are appropriately disclosed in our public filings.

While our Board has determined to maintain responsibility for oversight of risk management, it relies on our Audit Committee to address significant financial risk exposures facing our company and the steps management has taken to monitor, control and report such exposures, with appropriate reporting of these risks to be made to the full Board. Our Board also relies on our Compensation and Human Resources Committee to address significant risk exposures facing our company with respect to compensation programs and incentives, also with appropriate reporting of these risks to be made to the full Board. Our Board's role in our company's risk oversight has not affected our leadership structure.

## **Executive Sessions**

The Board will have at least four regularly scheduled meetings per year at which the non-employee directors will meet in executive session without members of our management being present, and at least one regularly scheduled meeting per year at which the independent directors will meet in executive session without members of management or other directors present. The non-employee directors may also meet without management present at such other times as they determine appropriate. Members of the Company's senior executive management who are not members of the Board will participate in Board meetings to present information, make recommendations, and be available for direct interaction with members of the Board.

## **Communications with the Board**

Shareholders and other interested parties may communicate with the full Board, the Chairman of the Board, non-management directors as a group or individual directors, including the Presiding Director, by delivering a written communication to Regal Beloit Corporation, Attention: Board of Directors, 200 State Street, Beloit, Wisconsin 53511, or by sending an e-mail communication to [board.inquiry@regalbeloit.com](mailto:board.inquiry@regalbeloit.com). The communications should be addressed to the specific director or directors whom the shareholder or interested party wishes to contact and should specify the subject matter of the communication. The Company's Secretary will deliver appropriate communication directly to the director or directors to whom it is addressed. The Secretary will generally not forward to the director or directors communication that he determines to be primarily commercial in nature or concerns our day-to-day business activities, or that requests general information about the Company.

Concerns about accounting or auditing matters or possible violations of the Regal Beloit Corporation Code of Business Conduct and Ethics should be reported pursuant to the procedures outlined in the Code of Business Conduct and Ethics, which is available on our website at [www.regalbeloit.com](http://www.regalbeloit.com).

## **Committees**

We have standing Audit, Compensation and Human Resources, and Corporate Governance and Director Affairs Committees of the Board. Each committee is appointed by and reports to the Board. The Board has adopted, and may amend from time to time, a written charter for each of the Audit, Compensation and Human Resources, and Corporate Governance and Director Affairs Committees. We make copies of each of these

charters available free of charge on our website at [www.regalbeloit.com](http://www.regalbeloit.com).

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*Audit Committee.* The Audit Committee consists of Messrs. Fischer (Chairperson), Burt and Foate. Each of the members of the committee is independent as defined by the NYSE listing standards and the rules of the Securities and Exchange Commission (the "SEC"). The Board has determined that each of Messrs. Fischer and Burt qualifies as an audit committee financial expert as defined in SEC rules and meets the expertise requirements for audit committee members under the NYSE listing standards. The principal functions performed by the Audit Committee, which met five times in 2016, are to assist the Board in monitoring the overall quality of the Company's financial statements and financial reporting, our independent registered public accounting firm's qualifications and independence, our accounting controls and policies, the performance of our internal audit function and independent registered public accounting firm, and our compliance with legal and regulatory requirements. The Audit Committee has the sole authority to appoint, retain, compensate and terminate our independent registered public accounting firm and to approve the compensation paid to our independent registered public accounting firm. The Audit Committee has presented to shareholders for ratification at the Annual Meeting its selection of our independent registered public accounting firm for 2017. See Proposal 4: Ratification of Deloitte & Touche LLP as Our Independent Registered Public Accounting Firm for 2017.

*Compensation and Human Resources Committee.* The Compensation and Human Resources Committee consists of Messrs. Stoelting (Chairperson), Doerr and Sachdev. Each of the members of the Compensation and Human Resources Committee is independent as defined by the NYSE listing standards. The principal functions of the Compensation and Human Resources Committee, which met five times in 2016, are to help develop our overall compensation philosophy; administer our incentive compensation plans (including our equity incentive plans); determine and approve the compensation of the Chief Executive Officer and the other principal corporate officers; review and monitor succession and leadership development planning; and review, formulate, recommend and administer short- and long-range compensation programs for the principal corporate officers and key employees. A more complete description of our Compensation and Human Resources Committee's practices can be found in the Compensation Discussion and Analysis section of this Proxy Statement. The Compensation and Human Resources Committee from time to time uses independent compensation consultants to assist the Committee in the performance of its responsibilities. As part of its evaluation of potential compensation consultants, the Committee considers all factors relevant to the consultant's independence from management and potential conflicts of interest in accordance with applicable SEC rules and NYSE listing standards. After selecting an independent compensation consultant, the Committee periodically meets with that consultant throughout the year at such times as the Committee deems appropriate, and receives reports and advice from the consultant on matters of executive compensation. In 2016, the Committee selected Willis Towers Watson PLC (Willis Towers Watson) to serve as its independent compensation consultant. Willis Towers Watson does not perform any other services for us or our named executive officers other than the services provided at the direction of the Committee.

*Corporate Governance and Director Affairs Committee.* The Corporate Governance and Director Affairs Committee consists of Ms. Warner (Chairperson), Ms. Chaibi and Mr. Foate. Each of the members of the Corporate Governance and Director Affairs Committee is independent as defined by the NYSE listing standards. The principal functions of the Corporate Governance and Director Affairs Committee, which met four times in 2016, are to develop and recommend to the Board a set of corporate governance principles applicable to our company, including matters of Board organization, membership, compensation, independence and function, and committee structure and membership; take a leadership role in shaping our corporate governance; identify directors qualified to serve on the





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committees established by the Board; and to recommend to the Board the members and the chairperson for each committee to be filled by the Board. This Committee also serves as the nominating committee of the Board and is responsible for identifying individuals qualified to become directors (consistent with the criteria approved by the Board) and to recommend candidates for all directorships to be filled by the Board or by our shareholders.

**Nominations of Directors**

The Corporate Governance and Director Affairs Committee will consider persons recommended by shareholders to become nominees for election as directors in accordance with the criteria set forth in the Corporate Governance Guidelines under the heading The Directors-Qualifications. The Corporate Governance and Director Affairs Committee will only review recommendations for director nominees from any shareholder or group of shareholders beneficially owning in the aggregate at least 5% of the issued and outstanding shares of our common stock for at least one year as of the date that the recommendation is made. Recommendations with respect to the 2018 annual meeting of shareholders must be submitted between January 11, 2018 and February 5, 2018 for the recommendation to be considered by the Corporate Governance and Director Affairs Committee.

In identifying and evaluating nominees for director, the Corporate Governance and Director Affairs Committee believes that all directors should be financially literate and must be committed to understanding the Company and its industry, and must also possess the highest personal and professional ethics, integrity and values, and commitment to representing the long-term interest of the shareholders. Directors must also possess a diverse set of skills and experience with a background in areas that are relevant to our activities. Directors should also be inquisitive and have an objective perspective, a practical wisdom and mature judgment. Directors must be willing and able to devote whatever time is necessary to carry out their duties and responsibilities effectively. Directors will not be nominated unless they are willing to serve for an extended period of time.

While the Corporate Governance and Director Affairs Committee does not have a formal policy relating specifically to the consideration of diversity in its process to select and evaluate director nominees, the Committee does consider diversity of viewpoint, background, industry knowledge and perspectives, as well as ethnic and gender diversity, as part of its overall evaluation of candidates for director nominees. Specifically, our criteria for director nominees, included as Appendix A to our Corporate Governance Guidelines, provide that directors should be selected so that our Board represents diverse backgrounds and perspectives.

For a timely recommendation submitted by a shareholder to be considered by the Corporate Governance and Director Affairs Committee, the candidate recommended by a shareholder must be independent as defined in the NYSE independence standards and the SEC regulations, and meet the minimum expectations for a director set forth in the Company's Corporate Governance Guidelines. The Corporate Governance and Director Affairs Committee will have sole discretion whether to nominate an individual recommended by a shareholder. As to any candidate identified by the Corporate Governance and Director Affairs Committee to become a nominee, the candidate must possess the requisite qualifications, although the Corporate Governance and Director Affairs Committee need not require such nominee to be independent. Nevertheless, we strive to have all directors, other than those directors who are current or former members of our management, be independent as defined by the NYSE independence standards and the SEC regulations.

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**Policies and Procedures Regarding Related Person Transactions**

Our Board of Directors has adopted written policies and procedures regarding related person transactions. For purposes of these policies and procedures:

- a related person means any of our directors, executive officers, nominees for director or a person who has a greater than 5% beneficial ownership, and any of their immediate family members, as well as any entity in which any of these persons is employed or is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and
- a related person transaction generally is a transaction in which we were or are to be a participant and the amount involved exceeds \$120,000, and in which any related person had or will have a direct or indirect interest.

The related person, the director, executive officer, nominee or beneficial owner who is an immediate family member of a related person, or a business unit or function/department leader of the Company responsible for a proposed related person transaction must notify our General Counsel of certain information relating to proposed related person transactions. If our General Counsel determines that a proposed transaction is a related person transaction subject to the policy, then he will submit the transaction to the Corporate Governance and Director Affairs Committee for consideration at the next committee meeting or, if expedited consideration is required, to the committee chairperson. The committee or chairperson, as applicable, will consider all of the relevant facts and circumstances available regarding the proposed related person transaction and will approve only those related person transactions that are in, or are not inconsistent with, the best interests of our company and our shareholders. The chairperson is required to report to the committee at the next committee meeting any approval granted under the policy.

The policy also provides for ongoing review by the General Counsel of any amounts paid or payable to, or received or receivable from, any related person. Additionally, at least annually, the Corporate Governance and Director Affairs Committee is required to review any previously approved or ratified related person transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from us of more than \$60,000. Based on all relevant facts and circumstances, the committee will determine if it is in the best interests of our company and our shareholders to continue, modify or terminate the related person transaction.

If any of our Chief Executive Officer, Chief Financial Officer or General Counsel becomes aware of a pending or ongoing related person transaction that has not been previously approved or ratified under the policy, then the transaction must be disclosed to the Corporate Governance and Director Affairs Committee or its chairperson. The committee or the chairperson must then determine whether to ratify, amend or terminate the related person transaction, or take any other appropriate action. If the related person transaction is complete, then the committee or its chairperson will evaluate the transaction to determine if rescission of the transaction and/or any disciplinary action is appropriate.

In 2016, there were no proposed, pending or ongoing related person transactions subject to review by the Corporate Governance and Director Affairs Committee under the policy.



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**Meetings and Attendance**

The Board held four quarterly meetings in 2016. Each director attended at least 75% of the aggregate of (a) the total number of meetings of the Board and (b) the total number of meetings held by all committees of the Board on which the director served during 2016, in each case during the period in which the director was serving on the Board or the applicable committee.

Directors are expected to attend our annual meeting of shareholders each year. All of our directors then serving on the Board attended the 2016 annual meeting in person.

Table of Contents**STOCK OWNERSHIP****Management**

The following table sets forth information, as of March 8, 2017, regarding beneficial ownership of our common stock by each director and nominee, each of our current named executive officers as set forth in the Summary Compensation Table, and all of the directors and current executive officers as a group. As of March 8, 2017, no director or executive officer beneficially owned one percent or more of our common stock. On that date, the directors and executive officers as a group beneficially owned 2.2% of our common stock. Except as otherwise indicated in the footnotes, all of the persons listed below have sole voting and investment power over the shares of our common stock identified as beneficially owned.

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership(1)(2)(3)(4)</b>	<b>Restricted Stock Units(5)</b>
John M. Avampato	39,930	3,300
Stephen M. Burt	10,298	2,177
Anesa Chaibi	1,600	2,177
Terry R. Colvin	72,311	4,250
Christopher L. Doerr	15,626	2,177
Thomas J. Fischer	17,023	2,177
Dean A. Foate	23,698	2,177
Mark J. Gliebe	447,113	47,800
Charles A. Hinrichs	80,724	11,400
Henry W. Knuettel	162,173	2,177
Rakesh Sachdev	12,298	2,177
Jonathan J. Schlemmer	110,283	13,225
Curtis W. Stoelting	22,305	2,177
Jane L. Warner	4,995	2,177
All directors and executive officer as a group (16 persons)	1,020,499	104,788

(1) Includes shares subject to currently exercisable rights to acquire common stock and options exercisable within 60 days of March 8, 2017 as follows: Mr. Avampato, 29,760 shares; Mr. Colvin, 59,135 shares; Mr. Gliebe, 326,570 shares; Mr. Hinrichs, 64,305 shares; Mr. Schlemmer, 82,340 shares; and all directors and executive officers as a group, 562,110 shares.

(2) The amount shown for Mr. Knuettel includes 12,522 shares that are held in a non-Company sponsored individual retirement account. The amount shown for Mr. Knuettel also includes 149,051 shares held in a trust account.

(3) The amount shown for Mr. Stoelting includes 9,202 shares held in the Curtis W. Stoelting 1994 Revocable Trust over which Mr. Stoelting retains sole voting and investment power during his lifetime and 805 shares held by Mr. Stoelting's children, over which he retains investment power.

(4) Amounts shown for Messrs. Avampato, Colvin, Gliebe and Schlemmer include 1,268 shares, 1,926 shares, 822 shares and 1,353 shares, respectively, held in trust under the Company's 401(k) plans as of December 31,

2016.

(5) This column includes shares of restricted stock or restricted stock units that are subject to forfeiture until they vest on either the first or the third anniversary of the date of grant.

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**Other Beneficial Owners**

The following table sets forth information, as of December 31, 2016, regarding beneficial ownership by the only persons known to us to own more than 5% of our outstanding common stock. The beneficial ownership information set forth below has been reported on filings made on Schedule 13G with the SEC by the beneficial owners.

Amount and Nature of Beneficial Ownership	Percent
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