REGAL BELOIT CORP
Form 10-K
February 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 29, 2018
Commission File number 1-7283
Regal Beloit Corporation
(Exact Name of Registrant as Specified in Its Charter)

Wisconsin	39-0875718
(State of Incorporation)	(IRS Employer Identification No.)

200 State Street, Beloit, Wisconsin 53511
(Address of principal executive offices)
(608) 364-8800
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock ($0.01 Par Value)	New York Stock Exchange
Securities registered pursuant to Section 12 (g) of the Act	None (Title of Class)

Indicate by check mark if the registrant is well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ý No o
Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No ý
Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No o
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ý No o
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer	ý	Accelerated Filer	¨
Non-accelerated filer	o	Smaller Reporting Company	¨
		Emerging growth company	¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. ¨
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No ý
The aggregate market value of the voting stock held by non-affiliates of the registrant as of June 30, 2018 was approximately $3.6 billion.
On February 14, 2019, the registrant had outstanding 42,787,551 shares of common stock, $0.01 par value, which is registrant's only class of common stock.
DOCUMENTS INCORPORATED BY REFERENCE
Certain information contained in the Proxy Statement for the Annual Meeting of Shareholders to be held on April 30, 2019 (the “2019 Proxy Statement”) is incorporated by reference into Part III hereof.

REGAL BELOIT CORPORATION
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CAUTIONARY STATEMENT

Certain statements made in this Annual Report on Form 10-K are “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management’s expectations, beliefs, current assumptions, and projections. When used in this Annual Report on Form 10-K, words such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “believe,” “should,” “ “plan” or the negative thereof or similar words are intended to identify forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, assumptions and other factors, some of which are beyond our control, which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Those factors include, but are not limited to:

- uncertainties regarding our ability to execute our restructuring plans within expected costs and timing;
- actions taken by our competitors and our ability to effectively compete in the increasingly competitive global electric motor, drives and controls, power generation and mechanical motion control industries;
- our ability to develop new products based on technological innovation, such as the Internet of Things ("IoT"), and marketplace acceptance of new and existing products, including products related to technology not yet adopted or utilized in certain geographic locations in which we do business;
- fluctuations in commodity prices and raw material costs;
- our dependence on significant customers;
- risks associated with foreign manufacturing;
- issues and costs arising from the integration of acquired companies and businesses and the timing and impact of purchase accounting adjustments;
- our overall debt levels and our ability to repay principal and interest on our outstanding debt;
- prolonged declines or disruption in one or more markets we serve, such as heating, ventilation, air conditioning ("HVAC"), refrigeration, power generation, oil and gas, unit material handling or water heating;
- economic changes in global markets where we do business, such as reduced demand for the products we sell, currency exchange rates, inflation rates, interest rates, recession, government policies, including policy changes affecting taxation, trade, tariffs, immigration, customs, border actions and the like, and other external factors that we cannot control;
- product liability and other litigation, or claims by end users, government agencies or others that our products or our customers’ applications failed to perform as anticipated, particularly in high volume applications or where such failures are alleged to be the cause of property or casualty claims;
- unanticipated liabilities of acquired businesses;
- unanticipated adverse effects or liabilities from business exits or divestitures;
- unanticipated costs or expenses we may incur related to product warranty issues;
- our dependence on key suppliers and the potential effects of supply disruptions;
- infringement of our intellectual property by third parties, challenges to our intellectual property and claims of infringement by us of third party technologies;
- effects on earnings of any significant impairment of goodwill or intangible assets;
- losses from failures, breaches, attacks or disclosures involving our information technology infrastructure and data;
- cyclical downturns affecting the global market for capital goods; and
- other risks and uncertainties including but not limited to those described in “Risk Factors” in this Annual Report on Form 10-K and from time to time in our reports filed with US Securities and Exchange Commission.

All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the applicable cautionary statements. The forward-looking statements included in this Annual Report on Form 10-K are made only as of their respective dates, and we undertake no obligation to update these statements to reflect subsequent events or circumstances. See also “Risk Factors.”

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PART I

Unless the context requires otherwise, references in this Annual Report on Form 10-K to “we,” “us,” “our” or the “Company” refer collectively to Regal Beloit Corporation and its subsidiaries.

References in an Item of this Annual Report on Form 10-K to information contained in the 2019 Proxy Statement, or to information contained in specific sections of the 2019 Proxy Statement, incorporate the information into that Item by reference.

We operate on a 52/53 week fiscal year ending on the Saturday closest to December 31. We refer to the fiscal year ended December 29, 2018 as “fiscal 2018", December 30, 2017 as “fiscal 2017", and the fiscal year ended December 31, 2016 as “fiscal 2016".

ITEM 1 - BUSINESS

Our Company

Regal Beloit Corporation (NYSE: RBC), based in Beloit, Wisconsin (USA), is a leading manufacturer of electric motors, electrical motion controls, power generation and power transmission products serving markets throughout the world. Our company is comprised of three operating segments: Commercial and Industrial Systems, Climate Solutions and Power Transmission Solutions.

General

Commercial and Industrial Systems Segment

Our Commercial and Industrial Systems segment designs, manufactures and sells primarily:

- Fractional, integral and large horsepower AC and DC motors, controls and fans and blowers for commercial and industrial applications. These products are sold directly to original equipment manufacturers ("OEMs") and end-user customers and through our network of direct and independent sales representatives as well as through regional and national distributors. Typical applications include commercial HVAC, pumps, fans, compressors, conveyors, augers, blowers, and irrigation equipment. Our customers tend to be the leaders in their industries, and their desire for more efficient motor based solutions is providing an increasing opportunity to add more value to their applications with energy efficient motor and integrated electronic control solutions.

- Precision stator and rotor kits from 5 to 2,900 horsepower for air conditioning, heat pump and refrigeration compressor applications, which are sold primarily directly to OEM customers.

- Hazardous duty motors, including low and medium voltage explosion proof motors as well as ATEX and IEC-Ex certified explosion proof motors. These motors are sold primarily into general industrial applications in potentially hazardous conditions such as oil and gas, paint booths, tunnels, and mining.

- Electric alternators from 5 kilowatts through 4 megawatts, automatic transfer switches, power generation and distribution switch gear, components and system controls. These products and systems are used in applications including health care, cloud and enterprise data centers, oil and gas, marine, agriculture, transportation, government, construction and other applications. The demand for electric power generation systems is driven by the need for electrical power on demand in cases where utility/grid power is lost or stressed or in prime power applications where utility power is unavailable.

Climate Solutions Segment

Our Climate Solutions segment designs, manufactures and sells primarily:

- Fractional motors, electronic variable speed controls and blowers used in a variety of residential and light commercial air moving applications including HVAC systems and commercial refrigeration. These motors and blowers are vital components of an HVAC system and are used to move air into and away from furnaces, heat pumps, air conditioners, ventilators, fan filter boxes and water heaters. A majority of our HVAC motors and blowers, are installed as part of a new HVAC system that replaces an existing HVAC system, or are used in an HVAC system for new home construction. The business enjoys a large installed base of equipment and long-term relationships with its major customers.

- Fractional horsepower motors and blowers are also used across a wide range of other applications including white goods, water heating equipment, and small pumps and compressors and other small appliances. Demand for these products is driven primarily by consumer and light commercial market segments.

- Precision stator and rotor sets from 1.5 to 5 horsepower that are assembled into compressors for air conditioning, heat pump and refrigeration applications.

- Capacitors for use in HVAC systems, high intensity lighting and other applications.

Power Transmission Solutions Segment

Our Power Transmission Solutions segment designs, manufactures and sells primarily:

- Mounted and unmounted bearings. Unmounted bearings are offered in a variety of types and styles. These include cam followers, radial bearings, and thrust bearings. Mounted bearings include industry specific designs that aim to solve customer problems. They are all available with a variety of options and sizes and include aerospace and specialty bearings, mounted bearings, unmounted bearings, and corrosion resistant bearings.

- High quality conveyor products including chains, belts, sprockets, components and guide rails and wear strips. Conveying components assist in these areas: efficiency, noise reduction, wash-down maintenance, lubrication reduction and energy conservation. Our products are highly engineered from industry expert input.

- High performance disc, diaphragm and gear couplings for applications including turbines, compressors, generators and pumps in many industries including petrochemical, refinery, power generation, gas pipeline and liquid natural gas. We also produce flexible couplings and transmission elements. Products include gear, grid, jaw, elastomer, disc, and universal joints.

- Mechanical power transmission drives and components including: belt drives, bushings, chain and sprockets, drive tighteners and idlers, mechanical CAM clutches, and torque overload devices. Our products serve a wide range of industries and applications, such as the following: aggregate, forestry and wood products, grain and biofuels, power generation, food and beverage, and heating, ventilation, air conditioning, and refrigeration.

- Gearboxes for motion control within complex equipment and systems used for a variety of applications. We provide a wide array of gear types, shaft configurations, ratios, housing materials and mounting methods. Right angle worm gear and bevel units can be specified for less than 100 inch lbs. of torque to over 132,000 inch lbs. of torque. Helical gear units are offered from 100 inch lbs. to over 500,000 inch lbs. of torque. Our products include worm gearing, shaft mount reducers, helical concentric and right angle, bevel and miter gearing, center pivot gearing, and open gearing. This gearing reduces the speed and increases the torque from an electric motor or other prime mover to meet the requirements of equipment.

Many of our products are originally sold and installed into OEM equipment within these industries. Our reputation and long history of providing highly reliable products creates an end user specification for replacement through the distribution channel. We also provide application and design assistance based on our deep knowledge of our products and their applications.

OEMs and end users of a variety of motion control and other industrial applications typically combine the types of motors, controls and power transmission products we offer. We seek to take advantage of this practice and to enhance our product penetration by leveraging cross-marketing and product line combination opportunities between our Commercial and Industrial Systems, Climate Solutions and Power Transmission Solution products. Our growth strategy also includes (i) driving organic sales growth through the introduction of innovative new products, (ii) establishing and maintaining new customers, as well as developing new opportunities with existing customers, (iii) participating in higher growth geographic markets, and (iv) identifying and consummating strategic, value creating acquisitions.

Acquisitions

In fiscal 2018, we completed one acquisition in the Commercial & Industrial Systems segment.

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- On April 10, 2018, we acquired Nicotra Gebhardt S.p.A. ("NG") for $161.5 million in cash, net of $8.5 million of cash acquired. NG is a leader in critical, energy-efficient systems for ventilation and air quality. NG manufactures, sells and services fans and blowers under the industry leading brands of Nicotra and Gebhardt. The financial results of NG have been included in our Commercial & Industrial Systems segment from the date of acquisition.

In fiscal 2016, we completed one acquisition in the Climate Solutions segment.

- On January 18, 2016, we purchased the remaining shares owned by the joint venture partner in its Elco Group B.V. (“Elco”) joint venture, increasing our ownership from 55.0% to 100.0%, for $19.6 million. The purchase price of Elco is reflected as a component of equity.

Divestitures

In fiscal 2016, we completed two divestitures.

- On June 1, 2016, we sold the Mastergear Worldwide ("Mastergear") business to Rotork PLC for a purchase price of $25.7 million. Mastergear was included in our Power Transmission Solutions segment. Gains related to the sale of $0.1 million and $11.6 million were recorded as a reduction to Operating Expenses in the Consolidated Statements of Income during fiscal 2017 and fiscal 2016, respectively.

- On July 7, 2016, we sold the assets of our Venezuelan subsidiary, which had been included in our Commercial and Industrial Systems segment, to a private company for $3.0 million. Of this amount, $1.0 million was received on the transaction closing date and $2.0 million was paid in 24 monthly installments. We recorded the gains as the cash was received. We wrote down our investment and ceased operations of this subsidiary in fiscal 2015.

Sales, Marketing and Distribution

We sell our products directly to OEMs, distributors and end-users. We have multiple business units that promote our brands across their respective sales organizations. These sales organizations consist of varying combinations of our own internal direct sales people as well as exclusive and non-exclusive manufacturers' representative organizations.

We operate large distribution facilities in Plainfield, Indiana; McAllen, Texas; LaVergne, Tennessee; Florence, Kentucky; and Monterrey, Mexico which serve as hubs for our North American distribution and logistics operations. Products are shipped from these facilities to our customers utilizing common carriers. We also operate numerous warehouse and distribution facilities in our global markets to service the needs of our customers. In addition, we have many manufacturer representatives' warehouses located in specific geographic areas to serve local customers.

We derive a significant portion of revenue from our OEM customers. In our HVAC business, a large portion of our sales are to key OEM customers which makes our relationship with each of these customers important to our business. We have long standing relationships with these customers and we expect these customer relationships will continue for the foreseeable future. Despite this relative concentration, we had no customer that accounted for more than 10% of our consolidated net sales in fiscal 2018, fiscal 2017 or fiscal 2016.

Many of our motors are incorporated into residential applications that OEMs sell to end users. The number of installations of new and replacement HVAC systems, pool pumps and related components is higher during the spring and summer seasons due to the increased use of air conditioning and swimming pools during warmer months. As a result, our revenues tend to be higher in the second and third quarters.

Competition

Commercial and Industrial Systems Segment

Electric motor manufacturing is a highly competitive global industry in which there is emphasis on quality, reliability, and technological capabilities such as energy efficiency, delivery performance, price and service. We compete with a large number of domestic and international competitors due in part to the nature of the products we manufacture and the wide variety of applications and customers we serve. Many manufacturers of electric motors operate production facilities in many different countries, producing products for both the domestic and export markets. Global electric motor manufacturers, particularly those located in Europe, Brazil, China, India and elsewhere in Asia, compete with us as they attempt to expand their market penetration around the world, especially in North America.

Our major competitors in the Commercial and Industrial Systems segment include Wolong Electric Group Ltd., Kirloskar Brothers Limited, Crompton Greaves Limited, Lafert, ABB Ltd., Johnson Electric Holdings Limited, Siemens AG, Toshiba Corporation, Cummins, Inc., Nidec Corporation, TECHTOP Electric Motors, Weg S.A., Hyundai, Ziehl-Abegg, Teco-Westinghouse Motor Company, and ebm-papst Mulfingen GmbH & Co.KG.

Climate Solutions Segment

Our major competitors in the Climate Solutions segment include Nidec Corporation, Broad-Ocean Motor Co., ebm-papst Mulfingen GmbH & Co.KG, Welling Holding Ltd., McMillan Motors, and Panasonic Corporation.

Power Transmission Solutions Segment

The power transmission products market is fragmented. Many competitors in the market offer limited product lines or serve specific applications, industries or geographic markets. Other larger competitors offer broader product lines that serve multiple end uses in multiple geographies. Competition in the Power Transmission Solutions segment is based on several factors including quality, lead times, custom engineering capability, pricing, reliability, and customer and engineering support. Our major competitors in the Power Transmission Solutions segment include Altra Industrial Motion, Inc., Dodge (a subsidiary of ABB Ltd.), Rexnord Corporation, SKF and Timken Company.

Engineering, Research and Development

We believe that innovation is critical to our future growth and success and are committed to investing in new products, technologies and processes that deliver real value to our customers. Our research and development expenses consist primarily of costs for (i) salaries and related personnel expenses; (ii) the design and development of new energy efficiency products and enhancements; (iii) quality assurance and testing; and (iv) other related overhead. Our research and development efforts tend to be targeted toward developing new products that would allow us to gain additional market share, whether in new or existing segments.

We believe the key driver of our innovation strategy is the development of products that include energy efficiency, embedded intelligence and variable speed technology solutions. With our emphasis on product development and innovation, our businesses filed 40 Non-Provisional United States ("US") patents, 2 Provisional US patents and an additional 60 Non-Provisional foreign patents in fiscal 2018.

Each of our business units has its own, as well as shared, product development and design teams that continuously work to enhance our existing products and develop new products for our growing base of customers that require custom and standard solutions. We believe we have state of the art product development and testing laboratories. We believe these capabilities provide a significant competitive advantage in the development of high quality motors, electric generators, and mechanical products incorporating leading design characteristics such as low vibration, low noise, improved safety, reliability, sustainability and enhanced energy efficiency. Increasingly, our research and development and other engineering efforts have focused on smart products that communicate and allow for monitoring, diagnostics and predictive maintenance.

Manufacturing and Operations

We have developed and acquired global operations in locations such as China, Mexico, Europe, India and Thailand so that we can sell our products in these markets, follow our multinational customers, take advantage of global talent and complement our flexible, rapid response operations in the US, Canada and Europe. Our vertically integrated manufacturing operations, including our own aluminum die casting and steel stamping operations, are an important element of our rapid response capabilities. In addition, we have an extensive internal logistics operation and a network of distribution facilities with the capability to modify stock products to quickly meet specific customer requirements in many instances. This gives us the ability to efficiently and promptly deliver a customer's unique product to the desired location.

We manufacture a majority of the products that we sell, but also strategically outsource components and finished goods from an established global network of suppliers. We aggressively pursue global sourcing to reduce our overall costs. We generally maintain a dual sourcing capability to ensure a reliable supply source for our customers, although we do depend on a limited number of key suppliers for certain materials and components. We regularly invest in machinery and equipment to improve and maintain our facilities. Additionally, we have typically obtained significant amounts of quality capital equipment as part of our acquisitions, often increasing overall capacity and capability. Base materials for our products consist primarily of steel, copper and aluminum. Additionally, significant components of our product costs consist of bearings, electronics, permanent magnets and ferrous and non-ferrous castings.

We use our Regal Business System to drive Performance Excellence. Our Regal Business System provides us with a common language and a common set of business processes, disciplines and Lean Six Sigma tools. It consists of a set of standard reviews throughout the year to assess team progress in serving our customers, shareholders and employees. It is a significant part of our culture and fuels our continuous performance improvements. We believe our people are at the core of everything we do, and their deployment of these tools lead to operational excellence. We have invested in training hundreds of high energy teams, which have generated significant benefits and driven improvements in safety, speed, quality and cost.

Facilities

We have manufacturing, sales and service facilities in the US, Mexico, China, Europe, India, Thailand, and Australia, as well as a number of other locations throughout the world. Our Commercial and Industrial Systems segment currently includes 106 manufacturing, service, office and distribution facilities of which 46 are principal manufacturing facilities and 21 are principal warehouse facilities. The Commercial and Industrial Systems segment's present operating facilities contain a total of approximately 7.9 million square feet of space, of which approximately 33% are leased. Our Climate Solutions segment includes 34 manufacturing, service, office and distribution facilities, of which 13 are principal manufacturing facilities and 4 are principal warehouse facilities. The Climate Solutions segment's present operating facilities contain a total of approximately 3.0 million square feet of space, of which approximately 55% are leased. Our Power Transmission Solutions segment currently includes 29 manufacturing, service, office and distribution facilities of which 17 are principal manufacturing facilities and 3 are principal warehouse facilities. The Power Transmission Solutions segment's present operating facilities contain a total of approximately 3.1 million square feet of space, of which approximately 10% are leased. Our principal executive offices are located in Beloit, Wisconsin in an approximately 50,000 square foot owned office building. We believe our equipment and facilities are well maintained and adequate for our present needs.

Backlog

Our business units have historically shipped the majority of their products in the month the order is received. As of December 29, 2018, our backlog was $493.4 million, as compared to $447.2 million on December 30, 2017. We believe that virtually all of our backlog will be shipped in fiscal 2019.

Patents, Trademarks and Licenses

We own a number of US patents and foreign patents relating to our businesses. While we believe that our patents provide certain competitive advantages, we do not consider any one patent or group of patents essential to our business as a whole. We also use various registered and unregistered trademarks, and we believe these trademarks are significant in the marketing of most of our products. However, we believe the successful manufacture and sale of our products generally depends more upon our technological, manufacturing and marketing skills.

Employees

At the end of fiscal 2018, we employed approximately 24,600 employees worldwide. Of those employees, approximately 11,355 were located in Mexico; approximately 5,320 in the US; approximately 3,660 in China; approximately 1,360 in India; and approximately 2,905 in the rest of the world. We consider our employee relations to be very good. We take an annual employee survey and in fiscal 2018, 96% of our employees took the survey and 88% of respondents answered favorably to the question "Do you enjoy working at Regal?".

Executive Officers

The names, ages, and positions of our executive officers as of February 26, 2019 are listed below along with their business experience during the past five years. Officers are elected annually by the Board of Directors. There are no family relationships among these officers, nor any arrangements or understanding between any officer and any other persons pursuant to which the officer was elected.

Executive Officer	Age	Position	Business Experience and Principal Occupation
Mark J. Gliebe	58	Chairman and Chief Executive Officer	Elected Chairman of the Board on December 31, 2011. Elected President and Chief Executive Officer in May 2011. Previously elected President and Chief Operating Officer in December 2005. Joined the Company in January 2005 as Vice President and President - Electric Motors Group, following the acquisition of the HVAC motors and capacitors businesses from General Electric. Previously employed by GE as the General Manager of GE Motors & Controls in the GE Consumer & Industrial business unit from June 2000 to December 2004.
Jonathan J. Schlemmer	53	Chief Operating Officer	Elected Chief Operating Officer in May 2011. Prior thereto served as the Company's Senior Vice President - Asia Pacific from January 2010 to May 2011. Prior thereto, served as the Company's Vice President - Technology from 2005 to January 2010. Before joining the Company, Mr. Schlemmer worked for General Electric in its electric motors business in a variety of roles including quality, Six Sigma and engineering.
Robert J. Rehard	50	Vice President and Chief Financial Officer	Joined the Company in January 2015 as Vice President, Corporate Controller and Principal Accounting Officer and was appointed Vice President, Financial Planning & Analysis in January 2017. He was elected Vice President and Chief Financial Officer effective April 1, 2018. Prior to joining the Company, Mr. Rehard held leadership roles in the areas of operations accounting, corporation accounting and financial planning and analysis with Eaton Corporation, Cooper Industries, Masco Corporation, Emerson Electric Co. and Deloitte & Touche LLP.
Thomas E. Valentyn	59	Vice President, General Counsel and Secretary	Joined the Company in December 2013 as Associate General Counsel and was elected Vice President, General Counsel and Secretary in May 2016. Prior to joining the Company, Mr. Valentyn was General Counsel with Twin Disc, Inc. from 2007 to 2013. From 2000 to 2007 he served as Vice President and General Counsel with Norlight Telecommunications; prior thereto he served as in-house counsel with Johnson Controls, Inc. from 1991-2000.
Timothy J. Oswald	42	Vice President, Corporate Human Resources	Joined the Company in 2008 as Director of Talent and advanced to hold positions in Compensation and Benefits from 2013 to July 2016. From July 2016 to his election to Vice President, Corporate Human Resources, he served as the Vice President of Human Resources for the Company’s Power Transmission Solutions business. He was elected Vice President, Corporate Human Resources in January 2019. Prior to joining the Company, Mr. Oswald spent ten years at General Motors in a variety of roles.
John M. Avampato	58	Vice President and Chief Information Officer	Joined the Company in 2006 as Vice President Information Technology. Appointed Vice President and Chief Information Officer in January 2008. In April 2010, Mr. Avampato was elected as an officer of the Company. Prior to joining the Company, Mr. Avampato was employed with Newell Rubbermaid from 1984 to 2006 where he was Vice President, Chief Information Officer from 1999 to 2006.

Mr. Gliebe will retire as Chairman of the Board and Chief Executive Officer after an orderly transition to a new Chief Executive Officer which is expected to be completed before the end of the second quarter of fiscal 2019.

As previously reported, Mr. Charles A. Hinrichs retired as Vice President and Chief Financial Officer on March 31, 2018, and Mr. Rehard was promoted to the role of Vice President and Chief Financial Officer effective April 1, 2018.

Mr. Terry R. Colvin announced his retirement from the Company effective March 30, 2019. Mr. Oswald, formerly Vice President, Human Resources, was promoted to the role of Vice President, Corporate Human Resources effective January 19, 2019.

Website Disclosure

Our Internet address is www.regalbeloit.com. We make available free of charge (other than an investor's own Internet access charges) through our Internet website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the Securities and Exchange Commission. In addition, we have adopted a Code of Business Conduct and Ethics that applies to our officers, directors and employees which satisfies the requirements of the New York Stock Exchange regarding a “code of business conduct.” We have also adopted Corporate Governance Guidelines addressing the subjects required by the New York Stock Exchange. In fiscal 2019, we produced our first ever Sustainability Report. We make copies of the foregoing, as well as the charters of our Board committees, available free of charge on our website. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, our Code of Business Conduct and Ethics by posting such information on our web site at the address stated above. 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 Annual Report on Form 10-K.

ITEM 1A - RISK FACTORS

You should carefully consider each of the risks described below, together with all of the other information contained in this Annual Report on Form 10-K, before making an investment decision with respect to our securities. If any of the following risks develop into actual events, our business, financial condition, results of operations, or cash flow could be materially and adversely affected and you may lose all or part of your investment.

We expect to incur costs and charges as a result of restructuring activities such as facilities and operations consolidations and workforce reductions that we expect will reduce on-going costs, and those restructuring activities also may be disruptive to our business and may not result in anticipated cost savings.

We have been consolidating facilities and operations in an effort to make our business more efficient and expect to continue to review our overall manufacturing footprint. We have incurred, and expect in the future to incur, additional costs and restructuring charges in connection with such consolidations, workforce reductions and other cost reduction measures that have adversely affected and, to the extent incurred in the future would adversely affect, our future earnings and cash flows. Furthermore, such actions may be disruptive to our business. This may result in production inefficiencies, product quality issues, late product deliveries or lost orders as we begin production at consolidated facilities, which would adversely impact our sales levels, operating results and operating margins. In addition, we may not realize the cost savings that we expect to realize as a result of such actions.

We operate in the highly competitive global electric motors, drives and controls, power generation and power transmission industries.

The global electric motors, drives and controls, power generation and power transmission industries are highly competitive. We encounter a wide variety of domestic and international competitors due in part to the nature of the products we manufacture and the wide variety of applications and customers we serve. In order to compete effectively, we must retain relationships with major customers and establish relationships with new customers, including those in developing countries. Moreover, in certain applications, customers exercise significant power over business terms. It may be difficult in the short-term for us to obtain new sales to replace any decline in the sale of existing products that may be lost to competitors. Our failure to compete effectively may reduce our revenues, profitability and cash flow, and pricing pressures resulting from competition may adversely impact our profitability.

We have continued to see a trend with certain customers who are attempting to reduce the number of vendors from which they purchase product in order to reduce their costs and diversify their risk. As a result, we may lose market share to our competitors in some of the markets in which we compete.

In addition, some of our competitors are larger and have greater financial and other resources than we do. There can be no assurance that our products will be able to compete successfully with the products of these other companies.

Our ability to establish, grow and maintain customer relationships depends in part on our ability to develop new products and product enhancements based on technological innovation, such as IoT, and marketplace acceptance of new and existing products, including products related to technology not yet adopted or utilized in certain geographic locations in which we do business.

The electric motor and power transmission industries in recent years have seen significant evolution and innovation, particularly with respect to increasing energy efficiency and control enhancements. Our ability to effectively compete in these industries depends in part on our ability to continue to develop new technologies and innovative products and product enhancements, based on technological innovation such as IoT. Further, many large customers in these industries generally desire to purchase from companies that can offer a broad product range, which means we must continue to develop our expertise in order to design, manufacture and sell these products successfully. This requires that we make significant investments in engineering, manufacturing, customer service and support, research and development and intellectual property protection, and there can be no assurance that in the future we will have sufficient resources to continue to make such investments. If we are unable to meet the needs of our customers for innovative products or product variety, or if our products become technologically obsolete over time due to the development by our competitors of technological breakthroughs or otherwise, our revenues and results of operations may be adversely affected. In addition, we may incur significant costs and devote significant resources to the development of products that ultimately are not accepted in the marketplace, do not provide anticipated enhancements, or do not lead to significant revenue, which may adversely impact our results of operations.

Our dependence on, and the price of, raw materials may adversely affect our gross margins.

Many of the products we produce contain key materials such as steel, copper, aluminum and electronics. Market prices for those materials can be volatile due to changes in supply and demand, manufacturing and other costs, regulations and tariffs, economic conditions and other circumstances. We may not be able to offset any increase in commodity costs through pricing actions, productivity enhancements or other means, and increasing commodity costs may have an adverse impact on our gross margins, which could adversely affect our results of operations and financial condition.

In each of our Climate Solutions and Commercial and Industrial Systems segments, we depend on revenues from several significant customers, and any loss, cancellation or reduction of, or delay in, purchases by these customers may have a material adverse effect on our business.

We derive a significant portion of the revenues of our motor businesses from several key OEM customers. Our success will depend on our continued ability to develop and manage relationships with these customers. We have long standing relationships with these customers and we expect these customer relationships will continue for the foreseeable future. Our reliance on sales from customers makes our relationship with each of these customers important to our business. We cannot assure you that we will be able to retain these key customers. Some of our customers may in the future shift some or all of their purchases of products from us to our competitors or to other sources. The loss of one or more of our large customers, any reduction or delay in sales to these customers, our inability to develop relationships successfully with additional customers, or future price concessions that we may make could have a material adverse effect on our results of operations and financial condition.

We manufacture a significant portion of our products outside the US, and political, societal or economic instability may present additional risks to our business.
Approximately 19,280 of our approximate 24,600 total employees and 75 of our principal manufacturing and warehouse facilities are located outside the US. International operations generally are subject to various risks, including political, societal and economic instability, local labor market conditions, breakdowns in trade relations, the imposition of tariffs and other trade restrictions, lack of reliable legal systems, ownership restrictions, the impact of government regulations, the effects of income and withholding taxes, governmental expropriation or nationalization, and differences in business practices. We may incur increased costs and experience delays or disruptions in product deliveries and payments in connection with international manufacturing and sales that could cause loss of revenue. Unfavorable changes in the political, regulatory and business climates in countries where we have operations could have a material adverse effect on our financial condition, results of operations and cash flows, including, for example, the uncertainty surrounding the effect of the United Kingdom’s impending exit from the European Union, commonly referred to as “Brexit,” trade relations between the US and China, the implementation of the United States-Mexico-Canada Agreement (the "USMCA"), or the change in labor rates in Mexico.

Our business may not generate cash flow from operations in an amount sufficient to enable us to service our indebtedness or to fund our other liquidity needs, we could become increasingly vulnerable to general adverse economic and industry conditions and interest rate trends, and our ability to obtain future financing may be limited.

As of December 29, 2018, we had $1.3 billion in aggregate debt outstanding under our various financing arrangements, $248.6 million in cash and cash equivalents and $401.2 million in available borrowings under our current revolving credit facility. Our ability to make required payments of principal and interest on our increased debt levels will depend on our future performance, which, to a certain extent, is subject to general economic, financial, competitive and other factors that are beyond our control. We cannot assure you that our business will generate cash flow from operations or that future borrowings will be available under our current credit facilities in an amount sufficient to enable us to service our indebtedness or to fund our other liquidity needs. In addition, our credit facilities contain financial and restrictive covenants that could limit our ability to, among other things, borrow additional funds or take advantage of business opportunities. Our failure to comply with such covenants could result in an event of default that, if not cured or waived, could result in the acceleration of all our indebtedness or otherwise have a material adverse effect on our business, financial condition, results of operations and debt service capability. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources.” Our indebtedness may have important consequences. For example, it could:

- make it more challenging for us to obtain additional financing to fund our business strategy and acquisitions, debt service requirements, capital expenditures and working capital;
- increase our vulnerability to interest rate changes and general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to service our indebtedness, thereby reducing the availability of our cash flow to finance acquisitions and to fund working capital, capital expenditures, manufacturing capacity expansion, business integration, research and development efforts and other general corporate activities;
- limit our flexibility in planning for, or reacting to, changes in our business and our markets; and/or

• place us at a competitive disadvantage relative to our competitors that have less debt.

In addition, our credit facilities require us to maintain specified financial ratios and satisfy certain financial condition tests, which may require that we take action to reduce our debt or to act in a manner contrary to our business strategies. If an event of default under our credit facility or senior notes were to occur, the lenders could elect to declare all amounts outstanding under the applicable agreement, together with accrued interest, to be immediately due and payable.

Portions of our total sales come directly from customers in key markets and industries. A significant or prolonged decline or disruption in one of those markets or industries could result in lower capital expenditures by such customers, which could have a material adverse effect on our results of operations and financial condition.

Portions of our total sales are dependent directly upon the level of capital expenditures by customers in key markets and industries, such as HVAC, refrigeration, power generation, oil and gas, and unit material handling or water heating. A significant or prolonged decline or disruption in one of those markets or industries may result in some of such customers delaying, canceling or modifying projects, or may result in nonpayment of amounts that are owed to us. These effects could have a material adverse effect on our results of operations and financial condition.

We sell certain products for high volume applications, and any failure of those products to perform as anticipated could result in significant liability and expenses that may adversely affect our business and results of operations.

We manufacture and sell a number of products for high volume applications, including electric motors used in pools and spas, residential and commercial heating, ventilation and air conditioning and refrigeration equipment. Any failure of those products to perform as anticipated could result in significant product liability, product recall or rework, or other costs. The costs of product recalls and reworks are not generally covered by insurance. If we were to experience a product recall or rework in connection with products of high volume applications, our financial condition or results of operations could be materially adversely affected.

One of our subsidiaries that we acquired in 2007 is subject to numerous claims filed in various jurisdictions relating to certain sub-fractional motors that were primarily manufactured through 2004 and that were included as components of residential and commercial ventilation units manufactured and sold in high volumes by a third party. These ventilation units are subject to regulation by government agencies such as the US Consumer Product Safety Commission (“CPSC”). The claims generally allege that the ventilation units were the cause of fires. Based on the current facts, we cannot assure you that these claims, individually or in the aggregate, will not have a material adverse effect on our subsidiary's results of operations, financial condition or cash flows. We cannot reasonably predict the outcome of these claims, the nature or extent of any CPSC or other remedial actions, if any, that our subsidiary or we on their behalf may need to undertake with respect to motors that remain in the field, or the costs that may be incurred, some of which could be significant.

We are subject to litigation, including product liability and warranty claims that may adversely affect our financial condition and results of operations.

We are, from time to time, a party to litigation that arises in the normal course of our business operations, including product warranty and liability claims, contract disputes and environmental, asbestos, employment and other litigation matters. We face an inherent business risk of exposure to product liability and warranty claims in the event that the use of our products is alleged to have resulted in injury or other damage. While we currently maintain general liability and product liability insurance coverage in amounts that we believe are adequate, we cannot assure you that we will be able to maintain this insurance on acceptable terms or that this insurance will provide sufficient coverage against potential liabilities that may arise. Any product liability claim may also include the imposition of punitive damages, the award of which, pursuant to certain state laws, may not be covered by insurance. Any claims brought against us, with or without merit, may have an adverse effect on our business and results of operations as a result of potential adverse outcomes, the expenses associated with defending such claims, the diversion of our management's resources and time and the potential adverse effect to our business reputation.

We depend on certain key suppliers, and any loss of those suppliers or their failure to meet commitments may adversely affect our business and results of operations.

We are dependent on a single or limited number of suppliers for some materials or components required in the manufacture of our products. If any of those suppliers fail to meet their commitments to us in terms of delivery or quality, we may experience supply shortages that could result in our inability to meet our customers' requirements, or could otherwise experience an interruption in our operations that could negatively impact our business and results of operations.

We may encounter difficulties in integrating the operations of acquired businesses which may have a material adverse impact on our future growth and operating performance.

Over the past several years, as part of our strategic growth plans, we have acquired multiple businesses. Some of those acquisitions have been significant to our overall growth. The full realization of the expected benefits and synergies of acquisitions requires integration over time of certain aspects of the manufacturing, engineering, administrative, sales and marketing and distribution functions of the acquired businesses, as well as some integration of information systems platforms and processes. Complete and successful integration of acquired businesses, and realization of expected synergies, can be a long and difficult process and may require substantial attention from our management team and involve substantial expenditures and include additional operational expenses. Even if we are able to successfully integrate the operations of acquired businesses, we may not be able to realize the expected benefits and synergies of the acquisition, either in the amount of time or within the expected time frame, or at all, and the costs of achieving these benefits may be higher than, and the timing may differ from, what we initially expect. Our ability to realize anticipated benefits and synergies from the acquisitions may be affected by a number of factors, including:

- the use of more cash or other financial resources, and additional management time, attention and distraction, on integration and implementation activities than we expect, including restructuring and other exit costs;
- increases in other expenses related to an acquisition, which may offset any potential cost savings and other synergies from the acquisition;
- our ability to realize anticipated levels of sales in emerging markets like China and India;
- our ability to avoid labor disruptions or disputes in connection with any integration;
- the timing and impact of purchase accounting adjustments;
- difficulties in employee or management integration; and
- unanticipated liabilities associated with acquired businesses.

Any potential cost-saving opportunities may take at least several quarters following an acquisition to implement, and any results of these actions may not be realized for at least several quarters following implementation. We cannot assure you that we will be able to successfully integrate the operations of our acquired businesses, that we will be able to realize any anticipated benefits and synergies from acquisitions or that we will be able to operate acquired businesses as profitably as anticipated.

We may be adversely impacted by an inability to identify and complete acquisitions.

A substantial portion of our growth has come through acquisitions, and an important part of our growth strategy is based upon our ability to execute future acquisitions. We may not be able to identify and successfully negotiate suitable acquisitions, obtain financing for future acquisitions on satisfactory terms or otherwise complete acquisitions in the future. If we are unable to successfully complete acquisitions, our ability to grow our company may be limited.

Infringement of our intellectual property by third parties may harm our competitive position, and we may incur significant costs associated with the protection and preservation of our intellectual property.

We own or otherwise have rights in a number of patents and trademarks relating to the products we manufacture, which have been obtained over a period of years, and we continue to actively pursue patents in connection with new product development and to acquire additional patents and trademarks through the acquisitions of other businesses. These patents and trademarks have been of value in the growth of our business and may continue to be of value in the future. Our inability to protect this intellectual property generally, or the illegal breach of some or a large group of our intellectual property rights, would have an adverse effect on our business. In addition, there can be no assurance that our intellectual property will not be challenged, invalidated, circumvented or designed-around, particularly in countries where intellectual property rights are not highly developed or protected. We have incurred in the past and may incur in the future significant costs associated with defending challenges to our intellectual property or enforcing our intellectual property rights, which could adversely impact our cash flow and results of operations.

Third parties may claim that we are infringing their intellectual property rights and we could incur significant costs and expenses or be prevented from selling certain products.

We may be subject to claims from third parties that our products or technologies infringe on their intellectual property rights or that we have misappropriated intellectual property rights. If we are involved in a dispute or litigation relating to infringement of third party intellectual property rights, we could incur significant costs in defending against those claims. Our intellectual property portfolio may not be useful in asserting a counterclaim, or negotiating a license, in response to a claim of infringement or misappropriation. In addition, as a result of such claims of infringement or misappropriation, we could lose our rights to technology that are important to our business, or be required to pay damages or license fees with respect to the infringed rights or be required to redesign our products at substantial cost, any of which could adversely impact our cash flows and results of operations.

We may suffer losses as a result of foreign currency fluctuations.

The net assets, net earnings and cash flows from our foreign subsidiaries are based on the US dollar equivalent of such amounts measured in the applicable functional currency. These foreign operations have the potential to impact our financial position due to fluctuations in the local currency arising from the process of re-measuring the local functional currency in the US dollar. Any increase in the value of the US dollar in relation to the value of the local currency, whether by means of market conditions or governmental actions such as currency devaluations, will adversely affect our revenues from our foreign operations when translated into US dollars. Similarly, any decrease in the value of the US dollar in relation to the value of the local currency will increase our operating costs in foreign operations, to the extent such costs are payable in foreign currency, when translated into US dollars.

Businesses that we have acquired or that we may acquire in the future may have liabilities which are not known to us.

We have assumed liabilities of acquired businesses and may assume liabilities of businesses that we acquire in the future. There may be liabilities or risks that we fail, or are unable, to discover, or that we underestimate, in the course of performing our due diligence investigations of acquired businesses. Additionally, businesses that we have acquired or may acquire in the future may have made previous acquisitions, and we will be subject to certain liabilities and risks relating to these prior acquisitions as well. We cannot assure you that our rights to indemnification contained in definitive acquisition agreements that we have entered or may enter into will be sufficient in amount, scope or duration to fully offset the possible liabilities associated with the business or property acquired. Any such liabilities, individually or in the aggregate, could have a material adverse effect on our business, financial condition or results of operations. As we begin to operate acquired businesses, we may learn additional information about them that adversely affects us, such as unknown or contingent liabilities, issues relating to compliance with applicable laws or issues related to ongoing customer relationships or order demand.

Goodwill and indefinite-lived trade name intangibles comprise a significant portion of our total assets, and if we determine that goodwill and indefinite-lived trade name intangibles have become impaired in the future, our results of operations and financial condition in such years may be materially and adversely affected.

Goodwill represents the excess of cost over the fair market value of net assets acquired in business combinations. Indefinite-lived trade name intangibles represent long-standing brands acquired in business combinations and assumed to have indefinite lives. We review goodwill and indefinite-lived trade name intangibles at least annually for impairment and any excess in carrying value over the estimated fair value is charged to the results of operations. Our estimates of fair value are based on assumptions about the future operating cash flows, growth rates, discount rates applied to these cash flows and current market estimates of value. A reduction in net income resulting from the write down or impairment of goodwill or indefinite-lived trade name intangibles would affect financial results and could have a material and adverse impact upon the market price of our common stock. If we are required to record a significant charge to earnings in our consolidated financial statements because an impairment of goodwill or indefinite-lived trade name intangibles is determined, our results of operations and financial condition could be materially and adversely affected.

Commodity, currency and interest rate hedging activities may adversely impact our financial performance as a result of changes in global commodity prices, interest rates and currency rates.

We use derivative financial instruments in order to reduce the substantial effects of currency and commodity fluctuations and interest rate exposure on our cash flow and financial condition. These instruments may include foreign currency and commodity forward contracts, currency swap agreements and currency option contracts, as well as interest rate swap agreements. We have entered into, and expect to continue to enter into, such hedging arrangements. While limiting to some degree our risk fluctuations in currency exchange, commodity price and interest rates by utilizing such hedging instruments, we potentially forgo benefits that might result from other fluctuations in currency exchange, commodity and interest rates. We also are exposed to the risk that counterparties to hedging contracts will default on their obligations. We manage exposure to counterparty credit risk by limiting our counterparties to major international banks and financial institutions meeting established credit guidelines. However, any default by such counterparties might have an adverse effect on us.

We may incur costs or suffer reputational damage due to improper conduct of our employees, agents or business partners.

We are subject to a variety of domestic and foreign laws, rules and regulations relating to improper payments to government officials, bribery, anti-kickback and false claims rules, competition, export and import compliance, money laundering and data privacy. If our employees, agents or business partners engage in activities in violation of these laws, rules or regulations, we may be subject to civil or criminal fines or penalties or other sanctions, may incur costs associated with government investigations, or may suffer damage to our reputation.

Sales of products incorporated into HVAC systems and other residential applications are seasonal and affected by the weather; mild or cooler weather could have an adverse effect on our operating performance.
Many of our motors are incorporated into HVAC systems and other residential applications that OEMs sell to end users. The number of installations of new and replacement HVAC systems or components and other residential applications is higher during the spring and summer seasons due to the increased use of air conditioning during warmer months. Mild or cooler weather conditions during the spring and summer season often result in end users deferring the purchase of new or replacement HVAC systems or components. As a result, prolonged periods of mild or cooler weather conditions in the spring or summer season in broad geographical areas could have a negative impact on the demand for our HVAC motors and, therefore, could have an adverse effect on our operating performance. In addition, due to variations in weather conditions from year to year, our operating performance in any single year may not be indicative of our performance in any future year.

Divestitures of some of our businesses or product lines may have a material adverse effect on our results of operations, financial position and cash flows.

We continually evaluate the strategic fit of our businesses and products, which may result in divestitures. Any divestiture may result in write-offs, including those related to goodwill and other intangible assets, which could have a material adverse effect on our financial position. In addition, divestitures may result in asset impairment charges, including those related to goodwill and other intangible assets, which could have a material adverse effect on our financial condition and results of operations. Divestitures could involve additional risks, including difficulties in the separation of operations, products and personnel, the diversion of management's attention, the disruption of our business and the potential loss of key employees. There can be no assurance that we will be successful in addressing these or any other significant risks associated with divestitures.

Our success is highly dependent on qualified and sufficient staffing. Our failure to attract or retain qualified personnel, including our senior management team, could lead to a loss of revenue or profitability.

Our success depends, in part, on the efforts and abilities of our senior management team and key employees and the contributions of talented employees in various operations and functions, such as engineering, finance, sales, marketing, manufacturing, etc. The skills, experience and industry contacts of our senior management team significantly benefit our operations and administration. The failure to attract or retain members of our senior management team and key talent could have a negative effect on our operating results. An example is the previously disclosed transition to a new Chief Executive Officer that is expected to be completed before the end of the second quarter of fiscal 2019.

Our operations are highly dependent on information technology infrastructure, and failures, attacks or breaches could significantly affect our business.

We depend heavily on our information technology infrastructure in order to achieve our business objectives. If we experience a problem that impairs this infrastructure, such as a computer virus, a problem with the functioning of an important IT application, or an intentional disruption of our IT systems by a third party, the resulting disruptions could impede our ability to record or process orders, manufacture and ship in a timely manner, or otherwise carry on our business in the ordinary course. Any such events could cause us to lose customers or revenue and could require us to incur significant expense to eliminate these problems and address related security concerns, including costs relating to investigation and remediation actions.

IT security threats via computer malware and other "cyber-attacks," which are increasing in both frequency and sophistication, could also result in unauthorized disclosures of information, such as customer data, personally identifiable information or other confidential or proprietary material, and create financial liability, subject us to legal or regulatory sanctions, or damage our reputation. Moreover, because the techniques used to gain access to or sabotage systems often are not recognized until launched against a target, we may be unable to anticipate the methods necessary to defend against these types of attacks, and we cannot predict the extent, frequency or impact these attacks may have on us. While we continuously seek to maintain robust information security mechanisms and controls, the impact of a material IT event could have a material adverse effect on our competitive position, results of operations, financial condition and cash flow.

We have substantially completed the implementation of a global Enterprise Resource Planning (the “ERP”) system that redesigned and deployed a common information system. We will continue to implement the ERP system throughout the business. The process of implementation can be costly and can divert the attention of management from the day-to-day operations of the business. As we implement the ERP system, some elements may not perform as expected. This could have an adverse effect on our business.

Worldwide economic conditions may adversely affect our industry, business and results of operations.

General economic conditions and conditions in the global financial markets can affect our results of operations. Deterioration in the global economy could lead to higher unemployment, lower consumer spending and reduced investment by businesses, and could lead our customers to slow spending on our products or make it difficult for our customers, our vendors and us to accurately forecast and plan future business activities. Worsening economic conditions could also affect the financial viability of our suppliers, some of which we may consider key suppliers. If the commercial and industrial, residential HVAC, power generation and power transmission markets significantly deteriorate, our business, financial condition and results of operations will likely be materially and adversely affected. Additionally, our stock price could decrease if investors have concerns that our business, financial condition and results of operations will be negatively impacted by a worldwide economic downturn.

We may be adversely affected by environmental, health and safety laws and regulations.

We are subject to various laws and regulations relating to the protection of the environment and human health and safety and have incurred and will continue to incur capital and other expenditures to comply with these regulations. Failure to comply with any environmental regulations, including more stringent environmental laws that may be imposed in the future, could subject us to future liabilities, fines or penalties or the suspension of production. In addition, if environmental and human health and safety laws and regulations are repealed, made less burdensome or implemented at a later date, demand for our products designed to comply with such regulations may be unfavorably impacted.

Our operations can be negatively impacted by natural disasters, terrorism, acts of war, international conflict, political and governmental actions which could harm our business.

Natural disasters, acts or threats of war or terrorism, international conflicts, and the actions taken by the US and other governments in response to such events could cause damage or disrupt our business operations, our suppliers, or our customers, and could create political or economic instability, any of which could have an adverse effect on our business. Although it is not possible to predict such events or their consequences, these events could decrease demand for our products, could make it difficult or impossible for us to deliver products, or could disrupt our supply chain. We may also be negatively impacted by actions by the US or foreign governments which could disrupt manufacturing and commercial operations, including policy changes affecting taxation, trade, immigration, currency devaluation, tariffs, customs, border actions and the like, including, for example, the uncertainty surrounding the effect of the United Kingdom’s impending exit from the European Union, commonly referred to as “Brexit,” trade relations between the US and China, the implementation of the USMCA, or the change in labor rates in Mexico.

We are subject to changes in legislative, regulatory and legal developments involving income and other taxes.

We are subject to US federal, state, and international income, payroll, property, sales and use, fuel, and other types of taxes. Changes in tax rates, enactment of new tax laws, revisions of tax regulations, and claims or litigation with taxing authorities, including claims or litigation related to our interpretation and application of tax laws and regulations, could result in substantially higher taxes, could have a negative impact on our ability to compete in the global marketplace, and could have a significant adverse effect on our results or operations, financial conditions and liquidity.

We are subject to tax laws and regulations in many jurisdictions and the inability to successfully defend claims from taxing authorities related to our current and/or acquired businesses could adversely affect our operating results and financial position.

A significant amount of our revenue is generated from customers located outside of the US, and an increasingly greater portion of our assets and employees are located outside of the US which requires us to interpret the income tax laws and rulings in each of those taxing jurisdictions. Due to the subjectivity of tax laws between those jurisdictions as well as the subjectivity of factual interpretations, our estimates of income tax liabilities may differ from actual payments or assessments. Claims from taxing authorities related to these differences could have an adverse impact on our operating results and financial position.

Our stock may be subject to significant fluctuations and volatility.

The market price of shares of our common stock may be volatile. Among the factors that could affect our common stock price are those discussed above under “Risk Factors” as well as:

- domestic and international economic and political factors unrelated to our performance;
- quarterly fluctuation in our operating income and earnings per share results;
- decline in demand for our products;
- significant strategic actions by our competitors, including new product introductions or technological advances;
- fluctuations in interest rates;
- cost increases in energy, raw materials, intermediate components or materials, or labor; and
- changes in revenue or earnings estimates or publication of research reports by analysts.

In addition, stock markets may experience extreme volatility that may be unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

ITEM 1B - UNRESOLVED STAFF COMMENTS

None.

ITEM 2 - PROPERTIES

Our principal executive offices are located in Beloit, Wisconsin in an owned office building with approximately 50,000 square feet. We have manufacturing, sales and service facilities throughout the US and in Mexico, China, Europe, India, Thailand, and Australia.

Our Commercial and Industrial Systems segment currently includes 106 facilities, of which 46 are principal manufacturing facilities and 21 are principal warehouse facilities. The Commercial and Industrial Systems segment's present operating facilities contain a total of approximately 7.9 million square feet of space, of which approximately 33% are leased.

The following represents our principal manufacturing and warehouse facilities in the Commercial and Industrial Systems segment (square footage in millions):

		Square Footage		
Location	Facilities	Total	Owned	Leased
US	12	2.3	1.4	0.9
Mexico	8	1.2	0.7	0.5
China	8	1.5	1.5	—
India	3	0.6	0.5	0.1
Europe	12	0.4	0.3	0.1
Other	24	1.2	0.4	0.8
Total	67	7.2	4.8	2.4

Our Climate Solutions segment currently includes 34 facilities, of which 13 are principal manufacturing facilities and 4 are principal warehouse facilities. The Climate Solutions segment's present operating facilities contain a total of approximately 3.0 million square feet of space, of which approximately 55% are leased.

The following represents our principal manufacturing and warehouse facilities in the Climate Solutions segment (square footage in millions):

		Square Footage		
Location	Facilities	Total	Owned	Leased
US	6	0.9	0.5	0.4
Mexico	6	0.8	0.3	0.5
China	1	0.2	—	0.2
India	2	0.2	0.2	—
Europe	1	0.2	—	0.2
Other	1	0.1	—	0.1
Total	17	2.4	1.0	1.4

Our Power Transmission Solutions segment currently includes 29 facilities, of which 17 are principal manufacturing facilities and 3 are principal warehouse facilities. The Power Transmission Solutions segment's present operating facilities contain a total of approximately 3.1 million square feet of space, of which approximately 10% are leased.

The following represents our principal manufacturing and warehouse facilities in the Power Transmission Solutions segment (square footage in millions):

		Square Footage		
Location	Facilities	Total	Owned	Leased
US	11	1.7	1.5	0.2
Mexico	2	0.4	0.4	—
China	1	0.1	—	0.1
Europe	6	0.4	0.4	—
Total	20	2.6	2.3	0.3

ITEM 3 - LEGAL PROCEEDINGS

A subsidiary that we acquired in 2007 is subject to numerous claims filed in various jurisdictions relating to certain sub-fractional motors that were primarily manufactured through 2004 and that were included as components of residential and commercial ventilation units manufactured and sold in high volumes by a third party. These ventilation units are subject to product safety requirements and other potential regulation of their performance by government agencies such as the US Consumer Product Safety Commission (“CPSC”). The claims generally allege that the ventilation units were the cause of fires. We have recorded an estimated liability for incurred claims. Based on the current facts, we cannot assure that these claims, individually or in the aggregate, will not have a material adverse effect on our subsidiary's financial condition. Our subsidiary cannot reasonably predict the outcome of these claims, the nature or extent of any CPSC or other remedial actions, if any, that our subsidiary may need to undertake with respect to motors that remain in the field, or the costs that may be incurred, some of which could be significant.

We are from time to time, party to litigation and other legal or regulatory proceedings that arise in the normal course of our business operations and the outcomes of which are subject to significant uncertainty, including product warranty and liability claims, contract disputes and environmental, asbestos, intellectual property, employment and other litigation matters. Our products are used in a variety of industrial, commercial and residential applications that subject us to claims that the use of our products is alleged to have resulted in injury or other damage. Many of these matters will only be resolved when one or more future events occur or fail to occur. Our management conducts regular reviews, including updates from legal counsel, to assess the need for accounting recognition or disclosure of these contingencies, and such assessment inherently involves an exercise in judgment. We accrue for exposures in amounts that we believe are adequate, and we do not believe that the outcome of any such lawsuit individually or collectively will have a material effect on our financial position, results of operations or cash flows.

ITEM 4 - MINE SAFETY DISCLOSURES

Not applicable.

PART II
ITEM 5 - MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES
General
Our common stock, $0.01 par value per share, is traded on the New York Stock Exchange under the symbol “RBC.” The number of registered holders of common stock as of January 25, 2019 was 356.

The following table contains detail related to the repurchase of our common stock based on the date of trade during the quarter ended December 29, 2018.

2018 Fiscal Month	Total Number of Shares Purchased	Average Price Paid per Share	Total Value of Shares Purchased as a Part of Publicly Announced Plans or Program	Maximum Value of Shares that May be Purchased Under the Plans or Programs
September 30 to November 3	277,450	$ 78.27	$21,715,434	$224,645,324
November 4 to December 1	109,994	75.50	8,304,765	216,340,559
December 2 to December 29	257,905	75.40	19,446,026	196,894,533
Total	645,349		$49,466,225	

Under our equity incentive plans, participants may pay the exercise price or satisfy all or a portion of the federal, state and local withholding tax obligations arising in connection with plan awards by electing to (a) have the Company withhold shares of common stock otherwise issuable under the award, (b) tender back shares received in connection with such award or (c) deliver other previously owned shares of common stock, in each case having a value equal to the exercise price or the amount to be withheld. During the quarter ended December 29, 2018, we did not acquire any shares in connection with transactions pursuant to equity incentive plans.
In November 2013, the Board of Directors approved the repurchase of up to 3.0 million shares of our common stock, which repurchase authority has no expiration date. At a meeting of the Board of Directors on July 24, 2018, this repurchase program was extinguished and replaced with an authorization to purchase up to $250.0 million of shares. Management is authorized to effect purchases from time to time in the open market or through privately negotiated transactions. From time to time, we enter into a Rule 10b5-1 trading plan for the purpose of repurchasing shares. During the quarter ended December 29, 2018, we acquired $49.5 million in shares pursuant to the July 24, 2018 repurchase authorization. For fiscal 2018, we purchased 1,652,887 shares or $127.8 million in shares. For fiscal 2017, we purchased 576,804 shares or $45.1 million in shares. The maximum value of shares of our common stock available to be purchased as of December 29, 2018 is $196.9 million.
Item 12 of this Annual Report on Form 10-K contains certain information relating to our equity compensation plans.
Stock Performance
The following information in this Item 5 of this Annual Report on Form 10-K is not deemed to be “soliciting material” or to be “filed” with the SEC or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934 (the “Exchange Act”) or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act.
The following graph compares the hypothetical total shareholder return (including reinvestment of dividends) on an investment in (1) our common stock, (2) the Standard & Poor's Mid Cap 400 Index, and (3) the Standard & Poor's 400 Electrical Components and Equipment Index, for the period December 29, 2013 through December 29, 2018. In each

case, the graph assumes the investment of $100.00 on December 28, 2013.

INDEXED RETURNS

	Years Ended				
Company / Index	2014	2015	2016	2017	2018
Regal Beloit Corporation	$103.56	$81.54	$98.02	$109.86	$101.94
S&P MidCap 400 Index	110.40	108.08	130.50	151.69	133.51
S&P 400 Electrical Components & Equipment	109.70	132.68	155.16	170.00	148.44

ITEM 6 - SELECTED FINANCIAL DATA

The selected statements of income data for fiscal years 2018, 2017 and 2016, and the selected balance sheet data as of December 29, 2018 and December 30, 2017 are derived from, and are qualified by reference to, the audited consolidated financial statements included elsewhere in this Annual Report on Form 10-K. The selected statement of income data for fiscal years 2015 and 2014 and the selected balance sheet data as of December 31, 2016, January 2, 2016, and January 3, 2015 are derived from audited consolidated financial statements not included herein.

	Fiscal 2018	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014
	(In Millions, Except per Share Data)				
Net Sales	$3,645.6	$3,360.3	$3,224.5	$3,509.7	$3,257.1
Cost of Sales	2,681.0	2,476.7	2,359.5	2,576.0	2,459.1
Gross Profit	964.6	883.6	865.0	933.7	798.0
Operating Expenses	599.4	552.5	542.5	596.8	515.4
Goodwill Impairment	9.5	—	—	79.9	119.5
Asset Impairments	8.7	—	—	—	40.0
Total Operating Expenses	617.6	552.5	542.5	676.7	674.9
Income from Operations	347.0	331.1	322.5	257.0	123.1
Net Income	235.8	218.1	209.3	148.5	36.1
Net Income Attributable to Regal Beloit Corporation	231.2	213.0	203.4	143.3	31.0
Total Assets	4,623.8	4,388.2	4,358.5	4,591.7	3,357.2
Total Debt	1,307.1	1,141.1	1,411.5	1,721.9	632.5
Long-Term Debt	1,306.6	1,039.9	1,310.9	1,715.6	624.7
Regal Beloit Shareholders' Equity	2,310.5	2,325.5	2,038.8	1,937.3	1,934.4
Per Share Data:					
Earnings - Basic	$5.30	$4.78	$4.55	$3.21	$0.69
Earnings - Assuming Dilution	5.26	4.74	4.52	3.18	0.69
Cash Dividends Declared	1.10	1.02	0.95	0.91	0.86
Shareholders' Equity	53.62	52.83	46.46	44.32	44.02
Weighted Average Shares Outstanding:					
Basic	43.6	44.6	44.7	44.7	45.0
Assuming Dilution	43.9	44.9	45.0	45.1	45.3

We have completed various acquisitions that affect the comparability of the selected financial data shown above. The results of operations for acquisitions are included in our consolidated financial results for the period subsequent to their acquisition date. Significant acquisitions include the acquisition of the Power Transmission Solutions business from Emerson Electric Co. on January 30, 2015 (the "PTS Acquisition").

On July 31, 2018, we received notification from a customer of our Hermetic Climate business that it would wind down operations. The Hermetic Climate business accounted for sales of $52.6 million and $60.4 million for the fiscal years ended 2018 and 2017, respectively. As a result of this notification, we accelerated our plans to exit this business. We will be winding down its operations over the next few months and as a result, we recognized exit and exit related charges of $34.9 million during the 2018 fiscal year. The charges included goodwill impairment of $9.5 million, customer relationship intangible asset impairment of $5.5 million, technology intangible asset impairment of $2.1 million and fixed asset impairment of $1.1 million. In addition to the impairments, we took charges on accounts receivable and inventory along with recognizing other expenses related to exiting the business.

On April 10, 2018, we acquired NG for $161.5 million in cash, net of $8.5 million of cash acquired. NG is a leader in critical, energy-efficient systems for ventilation and air quality. NG manufactures, sells and services fans and blowers under the industry leading brands of Nicotra and Gebhardt. The financial results of NG have been included in our Commercial & Industrial Systems segment from the date of acquisition.

Cost of Sales, Operating Expenses and Income from Operations for fiscal years 2017, 2016, 2015, and 2014 have been recast to reflect the retrospective adoption of Accounting Standards Update No. 2017-07 (See also Note 3 of Notes to the Consolidated Financial Statements).

For fiscal years 2017 and 2016, there were no impairment charges or significant acquisitions.

In fiscal 2015, non-cash impairment charges of $79.9 million for goodwill were recorded in the Commercial and Industrial Systems segment, reducing Income from Operations by $79.9 million and Net Income Attributable to Regal Beloit Corporation by $58.1 million.

In the fourth quarter of fiscal 2014, non-cash impairment charges of $118.5 million for goodwill and $40.0 million of asset impairments, and in the second quarter of fiscal 2014 non-cash impairment charges of $1.0 million of goodwill, reduced Income from Operations by $159.5 million and Net Income Attributable to Regal Beloit Corporation by $147.3 million. The impairment charges were recorded in reporting units in all three of our reportable segments.

ITEM 7 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We operate on a 52/53 week fiscal year ending on the Saturday closest to December 31. We refer to the fiscal year ended December 29, 2018 as "fiscal 2018", December 30, 2017 as “fiscal 2017", and the fiscal year ended December 31, 2016 as “fiscal 2016". Fiscal 2018, fiscal 2017, and fiscal 2016 all had 52 weeks.

Overview

General

Regal Beloit Corporation (NYSE: RBC) (“we,” “us,” “our” or the “Company”), based in Beloit, Wisconsin (USA), is a leading manufacturer of electric motors, electrical motion controls, power generation and power transmission products serving markets throughout the world. As of the end of fiscal 2018, the Company, including its subsidiaries, employs approximately 24,600 people in its manufacturing, sales, and service facilities and corporate offices throughout the US, Canada, Mexico, Europe and Asia. In fiscal 2018, we reported annual net sales of $3.6 billion compared to $3.4 billion in fiscal 2017.

Our company is comprised of three operating segments: Commercial and Industrial Systems, Climate Solutions and Power Transmission Solutions.

A description of the three operating segments is as follows:

- Commercial and Industrial Systems produces medium and large motors, commercial and industrial equipment, alternators, motors and controls and air moving solutions. These products serve markets including commercial HVAC, pool and spa, standby and critical power and oil and gas systems.
- Climate Solutions produces small motors, controls and air moving solutions serving markets including residential and light commercial HVAC, water heaters and commercial refrigeration.
- Power Transmission Solutions manufactures, sells and services belt and chain drives, helical and worm gearing, mounted and unmounted bearings, couplings, modular plastic belts, conveying chains and components, hydraulic pump drives, large open gearing and specialty mechanical products serving markets including beverage, bulk handling, metals, special machinery, energy, aerospace and general industrial.

Components of Profit and Loss

Net Sales. We sell our products to a variety of manufacturers, distributors and end users. Our customers consist of a large cross-section of businesses, ranging from Fortune 100 companies to small businesses. A number of our products are sold to OEMs, who incorporate our products, such as electric motors, into products they manufacture, and many of our products are built to the requirements of our customers. The majority of our sales are derived from direct sales to customers by sales personnel employed by the Company, however, a significant portion of our sales are derived from sales made by manufacturer’s representatives, who are paid exclusively on commission. Our product sales are made via purchase order, long-term contract, and, in some instances, one-time purchases. Many of our products have broad customer bases, with the levels of concentration of revenues varying from business unit to business unit.

Our level of net sales for any given period is dependent upon a number of factors, including (i) the demand for our products; (ii) the strength of the economy generally and the end markets in which we compete; (iii) our customers’ perceptions of our product quality at any given time; (iv) our ability to timely meet customer demands; (v) the selling price of our products; and (vi) the weather. As a result, our total revenue has tended to experience quarterly variations and our total revenue for any particular quarter may not be indicative of future results.

We use the term “organic sales" to refer to sales from existing operations excluding (i) sales from acquired businesses recorded prior to the first anniversary of the acquisition (“Acquisition Sales”), (ii) less the amount of sales attributable to any businesses divested/to be exited ("Business To Be Exited"), and (iii) the impact of foreign currency translation. The impact of foreign currency translation is determined by translating the respective period’s organic sales using the same currency exchange rates that were in effect during the prior year periods. We use the term “organic sales growth” to refer to the increase in our sales between periods that is attributable to organic sales. We use the term “acquisition growth” to refer to the increase in our sales between periods that is attributable to Acquisition Sales.

Gross Profit. Our gross profit is impacted by our levels of net sales and cost of sales. Our cost of sales consists of costs for, among other things (i) raw materials, including copper, steel and aluminum; (ii) components such as castings, bars, tools, bearings and electronics; (iii) wages and related personnel expenses for fabrication, assembly and logistics personnel; (iv) manufacturing facilities, including depreciation on our manufacturing facilities and equipment, insurance and utilities; and (v) shipping. The majority of our cost of sales consists of raw materials and components. The price we pay for commodities and components can be subject to commodity price fluctuations. We attempt to mitigate portions of the commodity price fluctuations through fixed-price agreements with suppliers and our hedging strategies. When we experience commodity price increases, we have tended to announce price increases to our customers who purchase via purchase order, with such increases generally taking effect a period of time after the public announcements. For those sales we make under long-term arrangements, we tend to include material price formulas that specify quarterly or semi-annual price adjustments based on a variety of factors, including commodity prices.

Outside of general economic cyclicality, our business units experience different levels of variation in gross profit from quarter to quarter based on factors specific to each business. For example, a portion of our Climate Solutions segment manufactures products that are used in air conditioning applications. As a result, our sales for that business tend to be lower in the first and fourth quarters and higher in the second and third quarters. In contrast, our Commercial and Industrial Systems segment and our Power Transmission Solutions segment have a broad customer base and a variety of applications, thereby helping to mitigate large quarter-to-quarter fluctuations outside of general economic conditions.

Operating Expenses. Our operating expenses consist primarily of (i) general and administrative expenses; (ii) sales and marketing expenses; (iii) general engineering and research and development expenses; and (iv) handling costs incurred in conjunction with distribution activities. Personnel related costs are our largest operating expense.

Our general and administrative expenses consist primarily of costs for (i) salaries, benefits and other personnel expenses related to our executive, finance, human resource, information technology, legal and operations functions; (ii) occupancy expenses; (iii) technology related costs; (iv) depreciation and amortization; and (v) corporate-related travel. The majority of our general and administrative costs are for salaries and related personnel expenses. These costs can vary by business given the location of our different manufacturing operations.

Our sales and marketing expenses consist primarily of costs for (i) salaries, benefits and other personnel expenses related to our sales and marketing function; (ii) internal and external sales commissions and bonuses; (iii) travel, lodging and other out-of-pocket expenses associated with our selling efforts; and (iv) other related overhead.

Our general engineering and research and development expenses consist primarily of costs for (i) salaries, benefits and other personnel expenses; (ii) the design and development of new energy efficiency products and enhancements; (iii) quality assurance and testing; and (iv) other related overhead. Our research and development efforts tend to be targeted toward developing new products that would allow us to maintain or gain additional market share, whether in new or existing applications. While these costs make up an insignificant portion of our operating expenses in the Power Transmission Solutions segment, they are more substantial in our Commercial and Industrial Systems and Climate Solutions segments. In particular, a large driver of our research and development efforts in those two segments is energy efficiency, which generally means using less electrical power to produce more mechanical power.

Goodwill & Other Asset Impairments. On July 31, 2018, we received notification from a customer of our Hermetic Climate business that it would wind down operations. As a result of this notification, we accelerated our plans to exit the Hermetic Climate business. We will be winding down our operations over the next few months and as a result, we recognized exit and exit related charges of $34.9 million during fiscal 2018. The charges included goodwill impairment of $9.5 million, customer relationship intangible asset impairment of $5.5 million, technology intangible asset impairment of $2.1 million and fixed asset impairment of $1.1 million. In addition to the asset impairments, the Company took charges on accounts receivable and inventory along with recognizing other expenses related to exiting the business.

We did not record any goodwill or other asset impairments in fiscal 2017 or fiscal 2016. See also Note 3 of Notes to the Consolidated Financial Statements.

	Commercial and Industrial Systems	Climate Solutions	Power Transmission Solutions	Total
Impairments during fiscal 2018:				
Goodwill Impairments	$ —	$ 9.5	$ —	$9.5
Impairment of Intangible Asset	—	7.6	—	7.6
Impairment of Other Long-Lived Assets	—	1.1	—	1.1
Total Impairments	$ —	$ 18.2	$ —	$18.2

Operating Profit. Our operating profit consists of the segment gross profit less the segment operating expenses. In addition, there are shared operating costs that cover corporate, engineering and IT expenses that are consistently allocated to the operating segments and are included in the segment operating expenses. Operating profit is a key metric used to measure year over year improvement of the segments.

Outlook

In fiscal 2019, we are forecasting low to mid-single digit organic sales growth, and we expect to improve our operating margin. We expect to see positive impact from our new products targeted for the upcoming energy efficiency regulations. In fiscal 2019, we expect diluted earnings per share to be $6.59 to $6.99. Our fiscal 2019 diluted earnings per share guidance is based on an effective tax rate of 21%.

Results of Operations

The following table sets forth selected information for the years indicated:

	2018		2017		2016	
(Dollars in Millions)						
Net Sales:						
Commercial and Industrial Systems	$1,782.0		$1,604.3		$1,530.9	
Climate Solutions	1,024.8		990.6		960.0	
Power Transmission Solutions	838.8		765.4		733.6	
Consolidated	$3,645.6		$3,360.3		$3,224.5	
Gross Profit as a Percent of Net Sales:						
Commercial and Industrial Systems	23.8	%	23.5	%	24.7	%
Climate Solutions	25.6	%	25.8	%	25.6	%
Power Transmission Solutions	33.2	%	32.8	%	32.9	%
Consolidated	26.5	%	26.3	%	26.8	%
Operating Expenses as a Percent of Net Sales:						
Commercial and Industrial Systems	16.6	%	17.3	%	18.0	%
Climate Solutions	12.6	%	11.5	%	11.9	%
Power Transmission Solutions	20.8	%	21.1	%	20.8	%
Consolidated	16.4	%	16.4	%	16.8	%
Income from Operations as a Percent of Net Sales:						
Commercial and Industrial Systems	7.1	%	6.2	%	6.7	%
Climate Solutions	11.3	%	14.3	%	13.6	%
Power Transmission Solutions	12.4	%	11.7	%	12.1	%
Consolidated	9.5	%	9.9	%	10.0	%
Income from Operations	$347.0		$331.1		$322.5	
Other Expenses, net	1.5	1.5	1.0	1.0	1.9	
Interest Expense	55.2		56.1		58.7	
Interest Income	1.9		3.2		4.5	
Income before Taxes	292.2		277.2		266.4	
Provision for Income Taxes	56.4		59.1		57.1	
Net Income	235.8		218.1		209.3	
Net Income Attributable to Noncontrolling Interests	4.6		5.1		5.9	
Net Income Attributable to Regal Beloit Corporation	$231.2		$213.0		$203.4	

Fiscal Year 2018 Compared to Fiscal Year 2017

Net sales for fiscal 2018 were $3.6 billion, a 8.5% increase as compared to fiscal 2017 net sales of $3.4 billion. The increase consisted mainly of 5.7% positive organic sales growth and a positive 2.9% sales growth related to the acquisition of Nicotra Gebhardt S.p.A. ("NG"). Gross profit increased $81.0 million or 9.2% as compared to the prior year. The increase from the prior year was driven primarily due to higher sales volumes, incremental price realization and productivity gains, partially offset by material price increases primarily from commodity inflation, inventory write-downs associated with the exit of the Hermetic Climate business and purchase accounting charges attributable to acquired inventory. Operating expenses were $599.4 million which was a $46.9 million increase from fiscal 2017 due primarily to increased compensation and benefits expenses resulting from both wage inflation and investments in the Company’s commercial sales teams, higher variable expenses, such as commissions, on higher sales volume, costs related to the exit of the Hermetic Climate business and operating expenses related to NG. Operating expenses, excluding the impact of impairments, for fiscal 2018 and fiscal 2017 as a percent of sales was 16.4%.

Net sales for the Commercial and Industrial Systems segment for fiscal 2018 were $1.8 billion, an 11.1% increase compared to fiscal 2017 net sales of $1.6 billion. The increase consisted of 4.7% positive organic growth and positive 6.0% growth related to NG. The organic sales increase was primarily driven by commercial HVAC, oil & gas and power generation. Gross profit increased $46.6 million or 12.4% primarily due to higher sales volumes, incremental price realization, lower restructuring charges and productivity gains offset by purchase accounting charges attributable to acquired inventory. Operating expenses for fiscal 2018 increased $19.4 million as compared to fiscal 2017. The increase was primarily due to increased compensation and benefit costs, the inclusion of NG, variable selling related costs and acquisition related costs. Operating expenses as a percentage of sales decreased 70 basis points as compared to fiscal 2017.

Net sales for the Climate Solutions segment for fiscal 2018 were $1,024.8 million, a 3.5% increase compared to fiscal 2017 net sales of $990.6 million. The increase consisted of an organic sales increase of 4.6% partially offset by a decrease of 1.1% from Hermetic Climate. The organic sales increase was primarily driven by growth in North American residential HVAC. Gross profit increased $7.3 million or 2.9% primarily due to higher sales volumes and incremental price realization. Operating expenses for fiscal 2018 increased $15.0 million as compared to the prior year primarily due to the costs associated with the exit of the Hermetic Climate business and higher compensation and benefit costs.

Net sales for the Power Transmission Solutions segment for fiscal 2018 were $838.8 million, a 9.6% increase compared to fiscal 2017 net sales of $765.4 million. The increase consisted of an organic sales increase of 9.1% and a positive foreign currency translation impact of 0.5%. The organic sales increase was primarily driven by North American oil and gas, renewable energy and material handling. Gross profit for fiscal 2018 increased $27.1 million or 10.8% primarily due to higher sales volumes and productivity gains. Operating expenses for fiscal 2018 increased $12.5 million due to increased variable expenses to support the higher sales volume, increased compensation and benefits expenses resulting from both wage inflation and investments in the Company’s commercial sales teams, and a prior year $2.8 million gain on the sale of assets.

The effective tax rate for fiscal 2018 was 19.3% compared to 21.3% for fiscal 2017. The decrease in the effective rate was due to the tax effect of the costs associated with the exit of the Hermetic Climate business. The lower effective tax rate in fiscal 2018 as compared to the 21% statutory US federal income tax rate is driven by a mix of earnings, adjustments to reflect updates to our accounting for changes as a result of Tax Cuts and Jobs Act of 2017 ("the Act") and lower foreign tax rates.

Fiscal Year 2017 Compared to Fiscal Year 2016

Net sales for fiscal 2017 were $3.4 billion, an 4.2% increase compared to fiscal 2016 net sales of $3.2 billion. The increase consisted of an organic sales increase of 4.8%, and a positive foreign currency translation impact of 0.2% that was offset by a negative 0.3% impact from sales of the divested Mastergear Worldwide (“Mastergear”) business in fiscal 2016. Gross profit increased $18.6 million or 2.2% as compared to the prior year. The increase was largely driven by the increased sales volume that was partially offset by a $5.4 million charge from an increase in the last-in, first-out ("LIFO") reserve and an increase in restructuring and related charges. The prior year included a $14.5 million charge from an increase in the LIFO reserve. Total operating expenses were $552.5 million which was a $10.0 million increase from fiscal 2016 due primarily to increased compensation and benefits expenses resulting from both wage inflation and investments in the Company’s commercial sales teams as well as increased variable expenses, such as commissions, on higher sales volume. These increases were partially offset with reductions in amortization expense as well as other discretionary spending. Operating expenses for fiscal 2017 as a percent of sales was 16.4% as compared to 16.8% for the same period in the prior year. The prior year operating expenses contained a $11.6 million gain on the sale of the Mastergear business.

Net sales for the Commercial and Industrial Systems segment for fiscal 2017 were $1.6 billion, a 4.8% increase compared to fiscal 2016 net sales of $1.5 billion. The increase consisted of 4.7% positive organic growth and 0.2% favorable foreign currency translation. The organic sales increase was primarily driven by broad based global strength in industrial demand for electric motors and higher sales through our distribution channels. Gross profit decreased $1.9 million or 0.5% primarily due to the impact of increased restructuring charges resulting from the exit of a non-core business and an increase in the LIFO reserve which resulted in a charge of $12.7 million that was offset by the increased sales volume. The prior year included a charge of $8.4 million due to an increase in the LIFO reserve. Operating expenses for fiscal 2017 increased $1.6 million as compared to fiscal 2016. Operating expenses as a percentage of sales increased 0.6% compared to fiscal 2016 with increased expenses to support the higher sales volume for commissions and compensation and benefits that were partially offset by a $1.1 million gain on the sale of assets and lower amortization expenses.

Net sales for the Climate Solutions segment for fiscal 2017 were $990.6 million, a 3.2% increase compared to fiscal 2016 net sales of $960.0 million. The increase consisted of an organic sales increase of 4.6%, and a positive foreign currency translation impact of 0.1%. Organic sales increase was primarily driven by growth in North American residential HVAC, Europe and Asia. Gross profit increased $10.1 million or 4.1% primarily due to higher volumes and a $4.9 million benefit due to a reduction in the LIFO reserve. The prior year included a benefit of $6.3 million due to an increase in the LIFO reserve. Operating expenses for fiscal 2017 decreased $0.6 million as compared to the prior year due to leveraging of costs on the higher sales volume and lower discretionary spending.

Net sales for the Power Transmission Solutions segment for fiscal 2017 were $765.4 million, a 4.3% increase compared to fiscal 2016 net sales of $733.6 million. The increase consisted of an organic sales increase of 5.3% and a positive foreign currency translation impact of 0.2% that was offset by a negative impact from sales of the divested Mastergear business of 1.2%. The organic sales increase was primarily driven by increased North American industrial demand for power transmission products including improved oil and gas and renewable energy end market demand. Gross profit for fiscal 2017 increased $10.4 million or 4.3% primarily due to higher volumes and a benefit of $2.4 million due to a reduction in the LIFO reserve. The prior year included a benefit of $0.2 million due to a reduction in the LIFO reserve. Operating expenses for fiscal 2017 increased $9.0 million due to increased variable expenses to support the higher sales volume and increased compensation and benefits expenses resulting from both wage inflation and investments in the Company’s commercial sales teams that was partially offset by a $2.8 million gain on the sale of assets. The prior year operating expenses included a $11.6 million gain on the sale of the Mastergear business.

The effective tax rate for fiscal 2017 was 21.3% compared to 21.4% for fiscal 2016. The decrease in the effective rate was due to the Act that was offset by other discrete items. The lower effective tax rate in fiscal 2017 as compared to the 35% statutory US federal income tax rate is driven by the mix of earnings and lower foreign tax rates.

Liquidity and Capital Resources

General

Our principal source of liquidity is cash flow provided by operating activities. In addition to operating income, other significant factors affecting our cash flows include working capital levels, capital expenditures, dividends, share repurchases, acquisitions, and divestitures, availability of debt financing, and the ability to attract long-term capital at acceptable terms.

Cash flow provided by operating activities was $362.7 million for fiscal 2018, a $70.8 million increase from fiscal 2017. The increase was primarily the result of the higher net income year over year and the increase in accounts payable in fiscal 2018.

Cash flow provided by operating activities was $291.9 million for fiscal 2017, a $150.4 million decrease from fiscal 2016. The decrease was primarily the result of the higher investment in inventory in fiscal 2017.

Cash flow used in investing activities was $227.9 million for fiscal 2018, compared to $57.8 million used in fiscal 2017. The change was driven primarily by the acquisition of NG. Capital expenditures were $77.6 million in fiscal 2018, compared to $65.2 million in fiscal 2017.

Cash flow used in investing activities was $57.8 million for fiscal 2017, compared to $19.6 million used in fiscal 2016. The change was driven primarily by the $24.6 million received for the sale of our Mastergear business in fiscal 2016. The proceeds from the sale of Mastergear were used to reduce debt obligations. Capital expenditures were $65.2 million in both fiscal 2017 and fiscal 2016.

Our commitments for property, plant and equipment as of December 29, 2018 were approximately $3.3 million. In fiscal 2019, we anticipate capital spending to be approximately $90.0 million. We believe that our present manufacturing facilities will be sufficient to provide adequate capacity for our operations in fiscal 2019. We anticipate funding fiscal 2019 capital spending with operating cash flows.

Cash flow used in financing activities was $17.7 million for fiscal 2018, compared to $390.6 million in fiscal 2017. Net debt borrowings totaled $166.7 million in fiscal 2018, compared to net debt repayments of $274.7 million in fiscal 2017. We paid $47.2 million in dividends to shareholders in fiscal 2018 compared to $44.5 million in fiscal 2017. In fiscal 2018 we paid distributions of $1.6 million to noncontrolling interests compared to $17.4 million in fiscal 2017. We also repurchased $127.8 million of our common stock during fiscal 2018 compared to $45.1 million in fiscal 2017.

Cash flow used in financing activities was $390.6 million for fiscal 2017, compared to $379.5 million for fiscal 2016. Net debt repayments totaled $274.7 million in fiscal 2017, compared to net debt repayments of $315.3 million in fiscal 2016. We paid $44.5

million in dividends to shareholders in fiscal 2017 compared to $42.1 million in fiscal 2016. In fiscal 2017 we paid distributions of $17.4 million to noncontrolling interests compared to $0.3 million in fiscal 2016. We also repurchased $45.1 million of our common stock during fiscal 2017. Cash used to purchase additional interest in a joint venture was $19.6 million in fiscal 2016.

Our working capital was $1,134.2 million and $862.4 million as of December 29, 2018 and December 30, 2017, respectively. As of December 29, 2018 and December 30, 2017, our current ratio (which is the ratio of our current assets to current liabilities) was 2.7:1 and 2.2:1, respectively. We intend to use operating cash flow to meet our current debt repayment obligations.

The following table presents selected financial information and statistics as of December 29, 2018 and December 30, 2017 (in millions):

	December 29, 2018	December 30, 2017
Cash and Cash Equivalents	$ 248.6	$ 139.6
Trade Receivables, Net	551.9	506.3
Inventories	767.2	757.1
Working Capital	1,134.2	862.4
Current Ratio	2.7:1	2.2:1

As of December 29, 2018, our cash and cash equivalents totaled $248.6 million. As of December 29, 2018, $243.8 million of our cash was held by foreign subsidiaries and could be used in our domestic operations if necessary. We periodically evaluate our cash held outside the US and may pursue opportunities to repatriate certain foreign cash amounts. We repatriated $14.4 million of foreign cash in fiscal 2018. As a result of the Act, dividends to the US no longer incur US tax however a one-time tax on the mandatory deemed repatriation of foreign earnings payable over eight years was included in the Act. We recognized a charge of $29.8 million related to the historical unremitted earnings as a result of the Act and elected to pay over eight years.

We will, from time to time, maintain excess cash balances which may be used to (i) fund operations, (ii) repay outstanding debt, (iii) fund acquisitions, (iv) pay dividends, (v) make investments in new product development programs, (vi) repurchase our common stock, or (vii) fund other corporate objectives.

Pension Liabilities and Other Post Retirement Benefits

Accrued pension and other post retirement benefits of $100.3 million as of December 29, 2018 was consistent with the prior year amount of $104.8 million as of December 30, 2017.

Credit Agreement

In connection with the Company's acquisition of the Power Transmission Solutions business of Emerson Electric Co. on January 30, 2015 (the "PTS Acquisition"), the Company entered into a Credit Agreement (the “Prior Credit Agreement”) with JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders named therein, providing for a (i) 5-year unsecured term loan facility in the principal amount of $1.25 billion (the “Prior Term Facility”) and (ii) a 5-year unsecured multicurrency revolving facility in the principal amount of $500.0 million (the “Prior Multicurrency Revolving Facility”), including a $100 million letter of credit sub facility available for general corporate purposes. Borrowings under the Prior Credit Agreement bore interest at floating rates based upon indices determined by the currency of the borrowing, plus an applicable margin determined by reference to the Company's consolidated funded debt to consolidated EBITDA ratio or at an alternative base rate.

On August 27, 2018, the Company replaced the Prior Credit Agreement by entering into an Amended and Restated Credit Agreement (the "Credit Agreement") with JPMorgan Chase Bank, N.A., as Administrative Agent and the lenders named therein, providing for a (i) 5-year unsecured term loan facility in the principal amount of $900.0 million (the "Term Facility") and (ii) a 5-year unsecured multicurrency revolving facility in the principal amount of $500.0 million (the "Multicurrency Revolving Facility"), including a $50.0 million letter of credit sub facility, available for general corporate purposes. Borrowings under the Credit Agreement bear interest at floating rates based upon indices determined by the currency of the borrowing, plus an applicable margin determined by reference to the Company's consolidated funded debt to consolidated EBITDA ratio or at an alternative base rate.

The Term Facility was drawn in full on August 27, 2018 with the proceeds settling the amounts owed under the Prior Term Facility and Prior Multicurrency Revolving Facility. The Term Facility requires quarterly amortization at a rate starting at 5.0% per annum, increasing to 7.5% per annum after three years and further increasing to 10.0% per annum for the last years of the Term Facility, unless previously prepaid. The weighted average interest rate on the Term Facility and Prior Term Facility was 3.4% and 2.6% for the years ended December 29, 2018 and December 30, 2017, respectively. The Credit Agreement requires the Company to prepay the loans under the Term Facility with 100% of the net cash proceeds received from specified asset sales and borrowed money indebtedness, subject to certain exceptions. The Company repaid $90.0 million in 2018 and $177.0 million in 2017.

As of December 29, 2018, the Company had borrowings under the Multicurrency Revolving Facility in the amount of $98.4 million, $0.4 million of standby letters of credit, and $401.2 million of available borrowing capacity. The average daily balance in borrowings under the Multicurrency Revolving Facility and Prior Multicurrency Revolving Facility was $171.5 million and $111.2 million, respectively, and the weighted average interest rate on the Multicurrency Revolving Facility and Prior Multicurrency Revolving Facility was 3.3% and 2.6% for the years ended December 29, 2018 and December 30, 2017, respectively. The Company pays a non-use fee on the aggregate unused amount of the Multicurrency Revolving Facility at a rate determined by reference to its consolidated funded debt to consolidated EBITDA ratio.

Senior Notes

As of December 29, 2018, the Company had $400.0 million of unsecured senior notes (the “Notes”) outstanding. The Notes consist of $400.0 million in senior notes in a private placement which were issued in five tranches with maturities from ten to twelve years and carry fixed interest rates. As of December 29, 2018, $400.0 million of the Notes are included in Long-Term Debt on the Consolidated Balance Sheets.

Details on the Notes as of December 29, 2018 were (in millions):

	Principal	Interest Rate	Maturity
Fixed Rate Series 2011A	$ 230.0	4.8 to 5.0%	July 14, 2021
Fixed Rate Series 2011A	170.0	4.9 to 5.1%	July 14, 2023
Total	$ 400.0		

Compliance with Financial Covenants

The Credit Agreement and the Notes require us to meet specified financial ratios and to satisfy certain financial condition tests. We were in compliance with all financial covenants contained in the Notes and the Credit Agreement as of December 29, 2018.

Other Notes Payable

As of December 29, 2018, other notes payable of $4.9 million were outstanding with a weighted average interest rate of 5.0%. As of December 30, 2017, other notes payable of $5.7 million were outstanding with a weighted average rate of 5.7%.

Based on rates for instruments with comparable maturities and credit quality, the approximate fair value of our total debt was $1,323.6 million and $1,165.4 million as of December 29, 2018 and December 30, 2017, respectively.

Litigation

A subsidiary that we acquired in 2007 is subject to numerous claims filed in various jurisdictions relating to certain sub-fractional motors that were primarily manufactured through 2004 and that were included as components of residential and commercial ventilation units manufactured and sold in high volumes by a third party. These ventilation units are subject to product safety requirements and other potential regulation of their performance by government agencies such as the US Consumer Product Safety Commission (“CPSC”). The claims generally allege that the ventilation units were the cause of fires. We have recorded an estimated liability for incurred claims. Based on the current facts, we cannot assure that these claims, individually or in the aggregate, will not have a material adverse effect on our subsidiary's financial condition. Our subsidiary cannot reasonably predict the outcome of these claims, the nature or extent of any CPSC or other remedial actions, if any, that our subsidiary may need to undertake with respect to motors that remain in the field, or the costs that may be incurred, some of which could be significant.

We are from time to time, party to litigation and other legal or regulatory proceedings that arise in the normal course of our business operations and the outcomes of which are subject to significant uncertainty, including product warranty and liability claims, contract disputes and environmental, asbestos, intellectual property, employment and other litigation matters. Our products are used in a variety of industrial, commercial and residential applications that subject us to claims that the use of our products is alleged to have resulted in injury or other damage. Many of these matters will only be resolved when one or more future events occur or fail to occur. Our management conducts regular reviews, including updates from legal counsel, to assess the need for accounting recognition or disclosure of these contingencies, and such assessment inherently involves an exercise in judgment. We accrue for exposures in amounts that we believe are adequate, and we do not believe that the outcome of any such lawsuit individually or collectively will have a material effect on our financial position, results of operations or cash flows.

Off-Balance Sheet Arrangements, Contractual Obligations and Commercial Commitments

The following is a summary of our contractual obligations and payments due by period as of December 29, 2018 (in millions):

Payments Due by Period [1]	Debt Including Estimated Interest Payments [2]	Operating Leases	Pension Obligations	Purchase and Other Obligations	Total Contractual Obligations
Less than one year	$ 24.1	$ 30.8	$ 11.0	$ 296.4	$ 362.3
1 - 3 years	354.2	43.9	6.8	—	404.9
3 - 5 years	1,036.1	18.2	6.5	—	1,060.8
More than 5 years	2.7	16.2	15.8	—	34.7
Total	$ 1,417.1	$ 109.1	$ 40.1	$ 296.4	$ 1,862.7

[1] The timing and future spot prices affect the settlement values of our hedge obligations related to commodities and currency exchange rates. Accordingly, these obligations are not included above in the table of contractual obligations (See also Item 7A and Note 14 of Notes to the Consolidated Financial Statements). The timing of settlement of our tax contingent liabilities cannot be reasonably determined and they are not included above in the table of contractual obligations. Future pension obligation payments after fiscal 2018 are subject to revaluation based on changes in the benefit population and/or changes in the value of pension assets based on market conditions that are not determinable as of December 29, 2018.

[2] Variable rate debt based on December 29, 2018 rates. See also Note 7 of Notes to the Consolidated Financial Statements.

We utilize blanket purchase orders (“Blankets”) to communicate expected annual requirements to many of our suppliers. Requirements under Blankets generally do not become “firm” until a varying number of weeks before our scheduled production. The purchase obligations shown in the above table represent the value we consider “firm.”

As of December 29, 2018, we had outstanding standby letters of credit totaling approximately $21.5 million. We had no other material commercial commitments.

We did not have any material variable interest entities as of December 29, 2018 or December 30, 2017. Other than disclosed in the table above and the previous paragraph, we had no other material off-balance sheet arrangements.

Critical Accounting Policies

The preparation of our consolidated financial statements in accordance with accounting principles generally accepted in the United States ("US") requires us to make estimates and assumptions affecting the reported amounts of assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. We believe the following critical accounting policies could have the most significant effect on our reported results.

Purchase Accounting and Business Combinations

Assets acquired and the liabilities assumed as part of a business combination are recognized separately from goodwill at their acquisition date fair values. Goodwill as of the acquisition date is measured as the excess of consideration transferred over the net of the acquisition date fair values of the assets acquired and the liabilities assumed. We, with the assistance of outside specialists as necessary, use estimates and assumptions to value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable. We may refine these estimates during the measurement period which may be up to one year from the acquisition date. As a result, during the measurement period, we record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period or final determination of the values of assets acquired or liabilities assumed, whichever comes first, any subsequent adjustments are recorded to our Consolidated Statements of Income.

Goodwill

We evaluate the carrying amount of goodwill annually, or more frequently if events or circumstances indicate that an asset might be impaired. When applying the accounting guidance, we use estimates to determine when it might be necessary to take an impairment charge. Factors that could trigger an impairment review include significant underperformance relative to historical or forecasted operating results, a significant decrease in the market value of an asset or significant negative industry or economic trends. For goodwill, we may perform a qualitative test to determine whether it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the quantitative goodwill impairment test. We perform our required annual goodwill impairment test as of the end of the October fiscal month.

We use a weighting of the market approach and the income approach (discounted cash flow method) in testing goodwill for impairment. In the market approach, we apply performance multiples from comparable public companies, adjusted for relative risk, profitability, and growth considerations, to the reporting units to estimate fair value. The key assumptions used in the discounted cash flow method used to estimate fair value include discount rates, revenue and operating income projections and terminal value rates because such assumptions are the most sensitive and susceptible to change as they require significant management judgment. Discount rates are determined by using market and industry data as well as Company-specific risk factors for each reporting unit. The discount rate utilized for each reporting unit is indicative of the return an investor would expect to receive for investing in such a business. Terminal value rate determination follows common methodology of capturing the present value of perpetual cash flow estimates beyond the last projected period assuming a constant discount rate and long-term growth rates.

The calculated fair values for our fiscal 2018 and fiscal 2017 impairment testing exceeded the carrying values by at least 10% for all of our reporting units. Some of the key considerations used in our impairment testing included (i) market pricing of guideline publicly traded companies (ii) cost of capital, including the risk-free interest rate, and (iii) recent historical and projected performance of the subject reporting unit. There is inherent uncertainty included in the assumptions used in goodwill impairment testing. A change to any of the assumptions could lead to a future impairment.

We aggregate our business units by segment for reporting purposes and the majority of our goodwill is within our Power Transmissions Solutions segment (see also Note 6 of Notes to the Consolidated Financial Statements).

Long-Lived Assets

We evaluate the recoverability of the carrying amount of long-lived assets whenever events or changes in circumstance indicate that the carrying amount of an asset may not be fully recoverable through future cash flows. When applying the accounting guidance, we use estimates to determine when an impairment is necessary. Factors that could trigger an impairment review include a significant decrease in the market value of an asset or significant negative or economic trends (see also Note 5 of Notes to the Consolidated Financial Statements). For long-lived assets, the Company uses an estimate of the related undiscounted cash flows over the remaining life of the primary asset to estimate recoverability.

Indefinite-Lived Assets

Indefinite-lived intangible assets consist of the trade names associated with the PTS Acquisition. They were evaluated for impairment using fiscal October 2018 information using a relief from royalty method to determine whether their fair values exceed their respective carrying amounts. The Company determined the fair value of these assets using a royalty relief methodology similar to that employed when the associated assets were acquired, but using updated estimates of future sales, cash flows and profitability. For fiscal 2018 and fiscal 2017, the fair value of indefinite lived intangible assets exceeded their respective carrying value. Some of the key considerations used in our impairment testing included (i) cost of capital, including the risk-free interest rate, (ii) royalty rate, and (iii) recent historical and projected performance of the subject reporting unit. There is inherent uncertainty included in the assumptions used in indefinite-lived intangible asset testing. A change to any of the assumptions could lead to a future impairment.

Retirement and Post Retirement Plans

Most of our domestic employees are participants in defined contribution plans and/or defined benefit pension plans. The defined benefit pension plans covering a majority of our domestic employees have been closed to new employees and frozen for existing employees. Certain employees are covered by a post retirement health care plan. Most of our foreign employees are covered by government sponsored plans in the countries in which they are employed. Our obligations under our defined benefit pension plans are determined with the assistance of actuarial firms. The actuaries make certain assumptions regarding such factors as withdrawal rates and mortality rates. The actuaries also provide information and recommendations from which management makes further assumptions on such factors as the long-term expected rate of return on plan assets, the discount rate on benefit obligations and where applicable, the rate of annual compensation increases.

Based upon the assumptions made, the investments made by the plans, overall conditions and movement in financial markets, particularly the stock market and how actual withdrawal rates, life-spans of benefit recipients and other factors differ from assumptions, annual expenses and recorded assets or liabilities of these defined benefit pension plans may change significantly from year to year.

Further discussion of our accounting policies is contained in Note 3 of Notes to the Consolidated Financial Statements.

ITEM 7A - QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

We are exposed to market risk relating to our operations due to changes in interest rates, foreign currency exchange rates and commodity prices of purchased raw materials. We manage the exposure to these risks through a combination of normal operating and financing activities and derivative financial instruments such as interest rate swaps, commodity cash flow hedges and foreign currency forward exchange contracts. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which prohibit the use of financial instruments for speculative purposes.

All qualified hedges are recorded on the balance sheet at fair value and are accounted for as cash flow hedges, with changes in fair value recorded in Accumulated Other Comprehensive Loss (“AOCI”) in each accounting period. An ineffective portion of the hedges' change in fair value, if any, is recorded in earnings in the period of change.

Interest Rate Risk

We are exposed to interest rate risk on certain of our short-term and long-term debt obligations used to finance our operations and acquisitions. As of December 29, 2018, we had $404.7 million of fixed rate debt and $908.6 million of variable rate debt. As of December 30, 2017, we had $504.7 million of fixed rate debt and $641.8 million of variable rate debt. We utilize interest rate swaps to manage fluctuations in cash flows resulting from exposure to interest rate risk on forecasted variable rate interest payments.

We have floating rate borrowings, which expose us to variability in interest payments due to changes in interest rates. A hypothetical 10% change in our weighted average borrowing rate on outstanding variable rate debt as of December 29, 2018 would result in a $0.3 million change in after-tax annualized earnings. We have entered into a pay fixed/receive floating interest rate swap to manage fluctuations in cash flows resulting from interest rate risk related to the floating rate interest on our Multicurrency Revolving Facility. Such interest rate swap has been designated as a cash flow hedge against forecasted interest payments.

Details regarding the instruments as of December 29, 2018 are as follows (in millions):

Instrument	Notional Amount	Maturity	Rate Paid	Rate Received
Swap	$88.4	April 12, 2021	2.5%	LIBOR (1 month)

As of December 29, 2018, an immaterial interest rate swap asset was included in Other Noncurrent Assets. The immaterial unrealized gain on the effective portion of the contract net of tax was recorded on AOCI. There were no interest swap rate contracts outstanding as of December 30, 2017.

In July 2017, the United Kingdom Financial Conduct Authority (the authority that regulates LIBOR) announced it intends to stop persuading or compelling banks to submit rates for the calculation of LIBOR after 2021. We have our revolving credit facility, certain lines of credit and interest rate swaps that are indexed to USD-LIBOR and we are monitoring this activity and evaluating the related risks and options.

Foreign Currency Risk

We are exposed to foreign currency risks that arise from normal business operations. These risks include the translation of local currency balances of foreign subsidiaries, intercompany loans with foreign subsidiaries and transactions denominated in foreign currencies. Our objective is to minimize our exposure to these risks through a combination of normal operating activities and the utilization of foreign currency exchange contracts to manage our exposure on the forecasted transactions denominated in currencies other than the applicable functional currency. Contracts are executed with credit worthy banks and are denominated in currencies of major industrial countries. We do not hedge our exposure to the translation of reported results of foreign subsidiaries from local currency to United States dollars.

As of December 29, 2018, derivative currency assets (liabilities) of $6.6 million, $7.2 million, $(5.0) million and $(1.1) million, are recorded in Prepaid Expenses and Other Current Assets, Other Noncurrent Assets, Current Hedging Obligations, and Noncurrent Hedging Obligations, respectively. As of December 30, 2017, derivative currency assets (liabilities) of $15.6 million, $2.5 million, $(8.1) million and $(0.9) million, are recorded in Prepaid Expenses and Other Current Assets, Other Noncurrent Assets, Current Hedging Obligations, and Noncurrent Hedging Obligations, respectively. The unrealized gains (losses) on the effective portion of the contracts of $1.3 million net of tax, and $3.3 million net of tax, as of December 29, 2018 and December 30, 2017, was recorded in AOCI. As of December 29, 2018, we had $(0.7) million, net of tax, of currency losses on closed hedge instruments in AOCI that will be realized in earnings when the hedged items impact earnings. As of December 30, 2017, we had $(4.7) million, net of tax, of currency losses on closed hedge instruments in AOCI that will be realized in earnings when the hedged items impact earnings.

The following table quantifies the outstanding foreign exchange contracts intended to hedge non-US dollar denominated receivables and payables and the corresponding impact on the value of these instruments assuming a hypothetical 10% appreciation/depreciation of their counter currency on December 29, 2018 (dollars in millions):

			Gain (Loss) From:	
Currency	Notional Amount	Fair Value	10% Appreciation of Counter Currency	10% Depreciation of Counter Currency
Mexican Peso	$ 182.3	$ 2.0	$ 18.2	$ (18.2)
Chinese Renminbi	125.5	(2.0)	12.6	(12.6)
Indian Rupee	44.0	0.9	4.4	(4.4)
Euro	225.7	5.6	22.6	(22.6)
Canadian Dollar	11.4	0.5	1.1	(1.1)
Australian Dollar	13.2	0.4	1.3	(1.3)
Thai Baht	6.7	0.3	0.7	(0.7)
British Pound	15.3	—	1.5	(1.5)

Gains and losses indicated in the sensitivity analysis would be offset by gains and losses on the underlying forecasted non-US dollar denominated cash flows.

Commodity Price Risk

We periodically enter into commodity hedging transactions to reduce the impact of changing prices for certain commodities such as copper and aluminum based upon forecasted purchases of such commodities. Qualified hedge transactions are designated as cash flow hedges and the contract terms of commodity hedge instruments generally mirror those of the hedged item, providing a high degree of risk reduction and correlation.

Derivative commodity assets (liabilities) of $0.1 million, $(6.3) million and $(0.1) million are recorded in Prepaid Expenses, Current Hedging Obligations and Noncurrent Hedging Obligations, respectively as of December 29, 2018. Derivative commodity assets of $0.0 million are recorded in Other Noncurrent Assets as of December 29, 2018. Derivative commodity assets of $11.0 million are recorded in Prepaid Expenses as of December 30, 2017. Derivative commodity assets of $0.7 million are recorded in Other Noncurrent Assets as of December 30, 2017. The unrealized gain (loss) on the effective portion of the contracts of $(4.6) million net of tax and $7.3 million net of tax, as of December 29, 2018 and December 30, 2017, respectively, was recorded in AOCI. As of December 29, 2018, we had an additional $(1.4) million, net of tax, of derivative commodity losses on closed hedge instruments in AOCI that will be realized in earnings when the hedged items impact earnings. As of December 30, 2017, we had an additional $2.7 million, net of tax, of derivative commodity gains on closed hedge instruments in AOCI that will be realized in earnings when the hedged items impact earnings.

The following table quantifies the outstanding commodity contracts intended to hedge raw material commodity prices and the corresponding impact on the value of these instruments assuming a hypothetical 10% appreciation/depreciation of their prices on December 29, 2018 (dollars in millions):

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			Gain (Loss) From:	
Commodity	Notional Amount	Fair Value	10% Appreciation of Commodity Prices	10% Depreciation of Commodity Prices
Copper	$ 95.4	$(5.4)	$ 9.5	$ (9.5)
Aluminum	10.0	(0.9)	1.0	(1.0)

Gains and losses indicated in the sensitivity analysis would be offset by the actual prices of the commodities.

The net AOCI balance related to hedging activities of $(5.4) million loss as of December 29, 2018 includes $(3.2) million of net current deferred losses expected to be realized in the next twelve months.

Counterparty Risk

We are exposed to credit losses in the event of non-performance by the counterparties to various financial agreements, including our interest rate swap agreements, foreign currency exchange contracts and commodity hedging transactions. We manage exposure to counterparty credit risk by limiting our counterparties to major international banks and financial institutions meeting established credit guidelines and continually monitoring their compliance with the credit guidelines. We do not obtain collateral or other security to support financial instruments subject to credit risk. We do not anticipate non-performance by our counterparties, but cannot provide assurances.

ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Quarterly Financial Information
(Unaudited)
(Amounts in Millions, Except per Share Data)

	1st Quarter		2nd Quarter		3rd Quarter		4th Quarter	
	2018	2017	2018	2017	2018	2017	2018	2017
Net Sales	$878.8	$813.5	$959.7	$869.2	$925.4	$856.9	$881.7	$820.7
Gross Profit	234.9	215.5	247.4	222.8	242.6	226.9	239.7	218.4
Income from Operations	88.2	75.0	99.6	83.2	69.4	94.3	89.8	78.6
Net Income	59.3	47.6	67.3	54.3	52.7	63.6	56.5	52.6
Net Income Attributable to Regal Beloit Corporation	58.4	46.3	65.9	53.0	51.3	62.2	55.6	51.5
Earnings Per Share Attributable to Regal Beloit Corporation [1]								
Basic	1.32	1.03	1.51	1.19	1.18	1.40	1.29	1.16
Assuming Dilution	1.31	1.02	1.50	1.18	1.17	1.39	1.28	1.15
Weighted Average Number of Shares Outstanding								
Basic	44.2	44.8	43.8	44.7	43.4	44.4	43.1	44.3
Assuming Dilution	44.5	45.1	44.1	45.1	43.8	44.8	43.4	44.7
Net Sales								
Commercial and Industrial Systems	$414.0	$381.2	$469.0	$407.4	$462.3	$408.0	$436.7	$407.7
Climate Solutions	259.9	247.7	277.3	270.5	255.4	256.0	232.2	216.4
Power Transmission Solutions	204.9	184.6	213.4	191.3	207.7	192.9	212.8	196.6
Income from Operations								
Commercial and Industrial Systems	29.1	25.7	30.5	20.6	35.3	29.5	32.1	24.0
Climate Solutions	32.3	31.4	44.0	40.4	6.0	39.1	33.3	30.6
Power Transmission Solutions	26.8	17.9	25.1	22.2	28.1	25.7	24.4	24.0

[1] Due to the weighting of both earnings and the weighted average number of shares outstanding, the sum of the quarterly earnings per share may not equal the annual earnings per share.

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Management's Annual Report on Internal Control Over Financial Reporting

The management of Regal Beloit Corporation (the “Company”) is responsible for the accuracy and internal consistency of the preparation of the consolidated financial statements and footnotes contained in this annual report.

The Company's management is also responsible for establishing and maintaining adequate internal control over financial reporting. The Company operates under a system of internal accounting controls designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of published financial statements in accordance with generally accepted accounting principles. The internal accounting control system is evaluated for effectiveness by management and is tested, monitored and revised as necessary. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's management assessed the effectiveness of the Company's internal control over financial reporting as of December 29, 2018. In making its assessment, the Company's management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). As allowed by SEC guidance, management excluded from its assessment Nicotra Gebhardt S.p.A., which was acquired in 2018 and constituted 4.0% and 6.6% of total and net assets, respectively, as of December 29, 2018 and 2.6% and (0.2)% of net sales and net income respectively for the year then ended. Based on the results of its evaluation, the Company's management concluded that, as of December 29, 2018, the Company's internal control over financial reporting is effective at the reasonable assurance level based on those criteria.

Our internal control over financial reporting as of December 29, 2018 has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which is included herein.

February 26, 2019

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Regal Beloit Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Regal Beloit Corporation and subsidiaries (the "Company") as of December 29, 2018 and December 30, 2017, the related consolidated statements of income, comprehensive income, equity, and cash flows, for each of the three years in the period ended December 29, 2018, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 29, 2018 and December 30, 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 29, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 29, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 26, 2019, expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP
Milwaukee, Wisconsin
February 26, 2019
We have served as the Company's auditor since 2002.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and the Board of Directors of Regal Beloit Corporation

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Regal Beloit Corporation and subsidiaries (the "Company") as of December 29, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 29, 2018, based on criteria established in Internal Control - Integrated Framework (2013) issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 29, 2018, of the Company and our report dated February 26, 2019, expressed an unqualified opinion on those financial statements.

As described in Management's Annual Report on Internal Control Over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Nicotra Gebhardt S.p.A. ("NG"), which was acquired on April 10, 2018 and whose financial statements constitute 6.6% and 4.0% of net and total assets, respectively, 2.6% of net sales, and (0.2)% of net income of the consolidated financial statement amounts as of and for the year ended December 29, 2018. Accordingly, our audit did not include the internal control over financial reporting at NG.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Milwaukee, Wisconsin
February 26, 2019

REGAL BELOIT CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Amounts in Millions, Except Per Share Data)

	For the Year Ended		
	December 29, 2018	December 30, 2017	December 31, 2016
Net Sales	$3,645.6	$ 3,360.3	$ 3,224.5
Cost of Sales	2,681.0	2,476.7	2,359.5
Gross Profit	964.6	883.6	865.0
Operating Expenses	599.4	552.5	542.5
Goodwill Impairment	9.5	—	—
Asset Impairments	8.7	—	—
Total Operating Expenses	617.6	552.5	542.5
Income from Operations	347.0	331.1	322.5
Other Expenses, net	1.5	1.0	1.9
Interest Expense	55.2	56.1	58.7
Interest Income	1.9	3.2	4.5
Income before Taxes	292.2	277.2	266.4
Provision for Income Taxes	56.4	59.1	57.1
Net Income	235.8	218.1	209.3
Less: Net Income Attributable to Noncontrolling Interests	4.6	5.1	5.9
Net Income Attributable to Regal Beloit Corporation	$231.2	$ 213.0	$ 203.4
Earnings Per Share Attributable to Regal Beloit Corporation:			
Basic	$5.30	$ 4.78	$ 4.55
Assuming Dilution	$5.26	$ 4.74	$ 4.52
Weighted Average Number of Shares Outstanding:			
Basic	43.6	44.6	44.7
Assuming Dilution	43.9	44.9	45.0

See accompanying Notes to the Consolidated Financial Statements.

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REGAL BELOIT CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Dollars in Millions)

	For the Year Ended					
	December 29, 2018		December 30, 2017		December 31, 2016	
Net Income		$235.8		$218.1		$209.3
Other Comprehensive Income (Loss) Net of Tax:						
Translation:						
Foreign Currency Translation Adjustments		(71.2)		103.1		(68.2)
Hedging Activities:						
Increase (Decrease) in Fair Value of Hedging Activities, Net of Tax Effects of $(1.2) Million in 2018, $26.1 Million in 2017 and $(15.2) Million in 2016	$(4.0)		$42.4		$(24.8)	
Reclassification of (Gains) Losses Included in Net Income, Net of Tax Effects of $(3.8) Million in 2018, $4.5 Million in 2017, and $19.1 Million in 2016	(12.0)	(16.0)	7.3	49.7	31.2	6.4
Pension and Post Retirement Plans:						
Decrease (Increase) in Prior Service Cost and Unrecognized Gain (Loss), Net of Tax Effects of $(0.6) Million in 2018, $0.4 Million in 2017 and $(1.5) Million in 2016	(1.9)		1.8		(2.8)	
Amortization of Prior Service Cost and Unrecognized Loss Included in Net Periodic Pension Cost, Net of Tax Effects of $0.8 Million in 2018, $0.9 Million in 2017 and $1.2 Million in 2016	2.9	1.0	1.6	3.4	2.2	(0.6)
Other Comprehensive Income (Loss)		(86.2)		156.2		(62.4)
Comprehensive Income		149.6		374.3		146.9
Less: Comprehensive Income Attributable to Noncontrolling Interest		2.8		7.2		3.9
Comprehensive Income Attributable to Regal Beloit Corporation		$146.8		$367.1		$143.0

See accompanying Notes to the Consolidated Financial Statements.

REGAL BELOIT CORPORATION
CONSOLIDATED BALANCE SHEETS
(Dollars in Millions, Except Per Share Data)

	December 29, 2018	December 30, 2017
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 248.6	$ 139.6
Trade Receivables, Less Allowances of $13.3 Million in 2018 and $11.3 Million in 2017	551.9	506.3
Inventories	767.2	757.1
Prepaid Expenses and Other Current Assets	157.9	171.4
Assets of Businesses Held for Sale	92.1	—
Total Current Assets	1,817.7	1,574.4
Net Property, Plant and Equipment	615.5	623.0
Goodwill	1,509.2	1,477.1
Intangible Assets, Net of Amortization	625.5	670.5
Deferred Income Tax Benefits	34.2	28.5
Other Noncurrent Assets	21.7	14.7
Total Assets	$ 4,623.8	$ 4,388.2
LIABILITIES AND EQUITY		
Current Liabilities:		
Accounts Payable	$ 424.8	$ 384.3
Dividends Payable	12.0	11.5
Current Hedging Obligations	11.3	8.1
Accrued Compensation and Employee Benefits	81.9	74.2
Other Accrued Expenses	136.0	132.7
Liabilities of Businesses Held for Sale	17.0	—
Current Maturities of Long-Term Debt	0.5	101.2
Total Current Liabilities	683.5	712.0
Long-Term Debt	1,306.6	1,039.9
Deferred Income Taxes	148.3	135.3
Noncurrent Hedging Obligations	1.2	0.9
Pension and Other Post Retirement Benefits	96.2	101.0
Other Noncurrent Liabilities	49.5	44.4
Contingencies (see Note 11)		
Equity:		
Regal Beloit Corporation Shareholders' Equity:		
Common Stock, $0.01 Par Value, 100.0 Million Shares Authorized, 42.8 Million and 44.3 Million Shares Issued and Outstanding at 2018 and 2017, Respectively	0.4	0.4
Additional Paid-In Capital	783.6	877.5
Retained Earnings	1,777.9	1,611.6
Accumulated Other Comprehensive Loss	(251.4)	(164.0)
Total Regal Beloit Corporation Shareholders' Equity	2,310.5	2,325.5
Noncontrolling Interests	28.0	29.2
Total Equity	2,338.5	2,354.7
Total Liabilities and Equity	$ 4,623.8	$ 4,388.2

See accompanying Notes to the Consolidated Financial Statements.

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REGAL BELOIT CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY
(Dollars in Millions, Except Per Share Data)

	Common Stock $0.01 Par Value	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total Equity
Balance as of January 2, 2016	$ 0.4	$ 900.8	$1,291.1	$ (255.0)	$ 45.5	$1,982.8
Net Income	—	—	203.4	—	5.9	209.3
Other Comprehensive Loss	—	—	—	(60.4)	(2.0)	(62.4)
Dividends Declared ($0.95 Per Share)	—	—	(42.5)	—	—	(42.5)
Stock Options Exercised, Including Income Tax Benefit and Share Cancellations	—	(2.4)	—	—	—	(2.4)
Share-Based Compensation	—	13.3	—	—	—	13.3
Purchase of Subsidiary Shares from Noncontrolling Interest	—	(7.2)	—	(2.7)	(9.7)	(19.6)
Dividends Declared to Noncontrolling Interests	—	—	—	—	(0.3)	(0.3)
Balance as of December 31, 2016	$ 0.4	$ 904.5	$1,452.0	$ (318.1)	$ 39.4	$2,078.2
Net Income	—	—	213.0	—	5.1	218.1
Other Comprehensive Income	—	—	—	154.1	2.1	156.2
Dividends Declared ($1.02 Per Share)	—	—	(45.3)	—	—	(45.3)
Stock Options Exercised	—	(3.6)	—	—	—	(3.6)
Share-Based Compensation	—	13.6	—	—	—	13.6
Stock Repurchase	—	(37.0)	(8.1)			(45.1)
Dividends Declared to Noncontrolling Interests	—	—	—	—	(17.4)	(17.4)
Balance as of December 30, 2017	$ 0.4	$ 877.5	$1,611.6	$ (164.0)	$ 29.2	$2,354.7
Net Income	—	—	231.2	—	4.6	235.8
Other Comprehensive Loss	—	—	—	(84.4)	(1.8)	(86.2)
Dividends Declared ($1.10 Per Share)	—	—	(47.7)	—	—	(47.7)
Stock Options Exercised	—	(4.8)	—	—	—	(4.8)
Share-Based Compensation	—	16.9	—	—	—	16.9
Stock Repurchase	—	(106.0)	(21.8)	—	—	(127.8)
Adoption of Accounting Pronouncement ASU 2018-02	—	—	4.6	(4.6)	—	—
Purchase of Subsidiary Shares from Noncontrolling Interest	—	—	—	1.6	(2.4)	(0.8)
Dividends Declared to Noncontrolling Interests	—	—	—	—		