

TWIN DISC INC  
Form 10-K/A  
September 19, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549  
FORM 10-K/A  
Amendment No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Fiscal Year Ended June 30, 2011  
Commission File Number 1-7635

TWIN DISC, INCORPORATED  
(Exact Name of Registrant as Specified in its Charter)

Wisconsin  
(State or Other Jurisdiction of Incorporation or Organization)

39-0667110  
(I.R.S. Employer Identification Number)

1328 Racine Street, Racine, Wisconsin  
(Address of Principal Executive Office)

53403  
(Zip Code)

Registrant's Telephone Number, including area code: (262) 638-4000

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class             | Name of each exchange on which registered: |
|---------------------------------|--|
| Common stock, no par            | The NASDAQ Stock Market LLC                |
| Preferred stock purchase rights | The NASDAQ Stock Market LLC                |

Securities registered pursuant to Section 12(g) of the Act:

None  
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
YES [ ] NO [  ]

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 [ ] NO [  ]

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  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files) YES  NO

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 the 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, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large Accelerated Filer  Accelerated Filer   
Non-accelerated Filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

YES  NO

At December 31, 2010, the last business day of the registrant's second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was \$248,814,593. Determination of stock ownership by affiliates was made solely for the purpose of responding to this requirement and registrant is not bound by this determination for any other purpose.

At August 18, 2011, the registrant had 11,419,701 shares of its common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held October 21, 2011, which will be filed pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report, are incorporated by reference into Part III.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A amends the Annual Report on Form 10-K of Twin Disc, Incorporated for the fiscal year ended June 30, 2011 as originally filed with the Securities and Exchange Commission on September 13, 2011 (the "Original Filing"). This Form 10-K/A amends the Original Filing to include the following exhibits, which were listed at Part IV, Item 15 (a)(3) of the Original Filing but not included therewith:

|               |  |
|---------------|--|
| Exhibit 10a)  | Director Tenure and Retirement Policy                |
| Exhibit 10ff) | Amendment 5 to Note Agreement for 6.05% Senior Notes |

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended ("Exchange Act"), this Form 10-K/A also includes new certifications required by Rule 13a-14(a) of the Exchange Act and Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31a and 31b.

Paragraphs 3, 4 and 5 of the certifications have been omitted because the amended filing does not contain any financial statements or other financial information and does not contain or amend disclosures pursuant to Item 307 or 308 of Regulation S-K.

This Form 10-K/A does not reflect events occurring after the Original Filing, does not update disclosures contained in the Original Filing and does not modify or amend the Original Filing except as specifically described above.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

September 19, 2011

TWIN DISC, INCORPORATED

By: /s/ MICHAEL E. BATTEN

Michael E. Batten

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

September 19, 2011

By: /s/ MICHAEL E. BATTEN

Michael E. Batten

Chairman, Chief Executive Officer and  
Director

September 19, 2011

By: /s/ JOHN H. BATTEN

John H. Batten

President, Chief Operating Officer and  
Director

September 19, 2011

By: /s/ CHRISTOPHER J. EPERJESY

Christopher J. Eperjesy

Vice President-Finance, Chief Financial  
Officer and Treasurer

September 19, 2011

By: /s/ JEFFREY S. KNUTSON

Jeffrey S. Knutson

Corporate Controller (Chief Accounting  
Officer)

September 19, 2011

Michael Doar, Director

Malcolm F. Moore, Director

David B. Rayburn, Director

Michael C. Smiley, Director

Harold M. Stratton II, Director

David R. Zimmer, Director

By: /s/ THOMAS E. VALENTYN  
Thomas E. Valentyn  
General Counsel and Secretary (Attorney in  
Fact)

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