

TWIN DISC INC  
Form 8-K  
December 16, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) December 10, 2008

Twin Disc, Incorporated  
(exact name of registrant as specified in its charter)

WISCONSIN  
(State or other jurisdiction  
of incorporation)

001-7635  
(Commission  
File Number)

39-0667110  
(IRS Employer  
Identification No.)

1328 Racine Street  
Racine, Wisconsin 53403  
(Address of principal executive offices)

(262) 638-4000  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At a meeting on December 10, 2008, the Compensation Committee of the Board of Directors of Twin Disc, Incorporated (the "Company") adopted updated documents for its endorsement split dollar life insurance plans. The purpose of adopting the plan documents was to bring the Company's split dollar program into compliance with section 409A of the Internal Revenue Code. There were no changes made to the actual life insurance benefit. Copies of the amended split dollar plan documents are attached hereto as Exhibits 10.1 and 10.2 and are incorporated herein by reference.

#### FORWARD LOOKING STATEMENTS

The disclosures in this report on Form 8-K and in the documents incorporated herein by reference contain or may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The words "believes," "expects," "intends," "plans," "anticipates," "hopes," "likely," "will," and similar expressions identify such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company (or entities in which the Company has interests), or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Certain factors that could cause the Company's actual future results to differ materially from those discussed are noted in connection with such statements, but other unanticipated factors could arise. Readers are cautioned not to place undue reliance on these forward-looking statements which reflect management's view only as of the date of this Form 8-K. The Company undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances.

#### Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

#### EXHIBIT NUMBER DESCRIPTION

10.1 Form of Twin Disc, Incorporated Endorsement Split-Dollar Life Insurance Program (applicable for Michael E. Batten)

10.2 Form of Twin Disc, Incorporated Endorsement Split-Dollar Life Insurance Program (applicable for Christopher J. Eperjesy, James E. Feiertag and John H. Batten)

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#### SIGNATURE

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.

Date: December 16, 2008

Twin Disc, Inc.  
/s/ THOMAS E. VALENTYN  
Thomas E. Valentyn  
General Counsel & Secretary