

TWIN DISC INC  
Form 10-K/A  
September 16, 2009

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, 2009  
Commission File Number 1-7635

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

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| Wisconsin<br>(State or Other Jurisdiction of Incorporation or<br>Organization)   | 39-0667110<br>(I.R.S. Employer Identification<br>Number) |
| 1328 Racine Street, Racine, Wisconsin<br>(Address of Principal Executive Office) | 53403<br>(Zip Code)                                      |
| Registrant's Telephone Number, including area<br>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

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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 26, 2008, 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 \$58,579,283. 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 21, 2009, the registrant had 11,184,626 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 16, 2009, 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.

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Explanatory Note Regarding Amendment No. 1

This Amendment No. 1 to the Annual Report on Form 10-K of Twin Disc, Incorporated (the “Company”) for the fiscal year ended June 30, 2009, is being filed for the purpose of attaching Exhibits 10(w) and 10(x), which were inadvertently omitted from the Form 10-K. As required by Rule 12b-15 of the Exchange Act, we are also filing new certification Exhibits 31a, 31b, 32a, and 32b. The remainder of the Company’s Form 10-K is unchanged and is not reproduced in this Amendment No. 1.

This Amendment No. 1 does not attempt to modify or update any other disclosures set forth in the Company's Form 10-K. Additionally, this Amendment No. 1 is as of the filing date of the Form 10-K and does not update or discuss any other Company developments subsequent to the date of the Form 10-K.

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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 16, 2009

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 16, 2009

By: /s/ MICHAEL E. BATTEN  
Michael E. Batten  
Chairman, Chief Executive Officer and Director

September 16, 2009

By: /s/ JOHN H. BATTEN  
John H. Batten  
President, Chief Operating Officer and Director

September 16, 2009

By: /s/ CHRISTOPHER J. EPERJESY  
Christopher J. Eperjesy  
Vice President-Finance, Chief Financial Officer  
and Treasurer

September 16, 2009

By: /s/ JEFFREY S. KNUTSON  
Jeffrey S. Knutson  
Corporate Controller (Chief Accounting Officer)

September 16, 2009

Michael Doar, Director  
John A. Mellowes, Director  
Malcolm F. Moore, Director  
David B. Rayburn, Director  
Harold M. Stratton II, Director  
David R. Zimmer, Director

By: /s/ THOMAS E. VALENTYN  
Thomas E. Valentyn



