

TWIN DISC INC  
Form 8-K  
July 31, 2013

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) July 25, 2013

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)

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

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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 its meeting on July 25, 2013, the Compensation Committee of the Board of Directors of Twin Disc, Incorporated (the "Company") (i) approved the base salaries of, and (ii) approved the targets for fiscal 2014 bonuses for, the Company's principal executive officer, principal financial officer, and certain of the Company's "named executive officers" (as used in Instruction 4 to Item 5.02 of Form 8-K), as follows:

Name and Position	Base Salary	Target Bonus as % of Base Salary
Michael E. Batten Chairman and Chief Executive Officer	\$600,000	70%
John H. Batten President and Chief Operating Officer	\$450,000	60%
Christopher J. Eperjesy Vice President – Finance, Chief Financial Officer and Treasurer	\$328,000	50%
James E. Feiertag Executive Vice President	\$325,000	50%
Dean J. Bratel Vice President - Americas	\$250,000	50%

The above increases in base salary are effective the first pay period that includes October 1, 2013. Mr. M. Batten's base salary will be paid through December 31, 2013, which will be the last day of his employment with the Company.

In each case, the target incentive bonus is based on the FY 2014 Corporate Incentive Plan ("CIP"), which the Committee adopted and approved on July 25, 2013. The CIP establishes the target bonuses for the named executive officers based on the following factors and relative weights for each factor: corporate economic profit (70%), inventory turns (15%) and sales growth (15%). In no event will an incentive payment under the CIP exceed 200% of the target. An incentive payment to a named executive officer under the CIP may be increased or decreased by up to 20%, at the discretion of the Chief Executive Officer (except that an increase or decrease of the CIP payment to the CEO shall be at the discretion of the Committee).

On July 25, 2013, the Compensation Committee also issued performance stock awards to named executive officers of the Company under the Company's 2010 Long-Term Incentive Compensation Plan (the "Plan"). A target number of 14,104 performance shares were awarded to the named executive officers (subject to adjustment as described below), allocated as follows: Mr. J. Batten, 5,749 performance shares; Mr. Eperjesy, 3,106 performance shares; Mr. Feiertag, 2,973 performance shares; and Mr. Bratel, 2,276 performance shares. The performance shares will be paid out if the Company achieves certain economic profit objectives (measured as the difference between the cumulative net operating profit after taxes and the cumulative capital charge) for the cumulative three fiscal year period ending June

30, 2016. If the Company achieves the maximum 3-year cumulative economic profit goal, a recipient will earn a maximum number of performance shares. If the Company achieves the target 3-year cumulative economic profit goal, a recipient will earn the target number of performance shares. If the Company achieves the threshold 3-year cumulative economic profit goal, a recipient will earn a threshold number of performance shares. No performance shares will be earned for performance below the 3-year cumulative economic profit threshold and no additional performance shares will be earned for performance exceeding the 3-year cumulative economic profit maximum. In the event that the Company's economic profit is between the achievement levels set forth, the percentage of performance shares awarded shall be determined by interpolation. The maximum number of performance shares that can be earned by the named executive officers pursuant to this award is 16,927. A copy of the form of the Performance Stock Award Grant Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

At its July 25, 2013 meeting, the Compensation Committee also issued performance stock units to named executive officers of the Company under the Plan. A target number of 39,946 performance stock units were awarded to the named executive officers (subject to adjustment as described below), allocated as follows: Mr. M. Batten, 25,842 performance stock units; Mr. J. Batten, 5,749 performance stock units; Mr. Eperjesy, 3,106 performance stock units; Mr. Feiertag, 2,973 performance stock units; and Mr. Bratel, 2,276 performance stock units. The performance stock units will be paid out if the Company achieves certain economic profit objectives (measured as the difference between the cumulative net operating profit after taxes and the cumulative capital charge) for the cumulative three fiscal year period ending June 30, 2016. If the Company achieves the maximum 3-year cumulative economic profit goal, a recipient will earn a maximum number of performance stock units. If the Company achieves the target 3-year cumulative economic profit goal, a recipient will earn the target number of performance stock units. If the Company achieves the threshold 3-year cumulative economic profit goal, a recipient will earn a threshold number of performance stock units. No performance stock units will be earned for performance below the 3-year cumulative economic profit threshold and no additional performance stock units will be earned for performance exceeding the 3-year cumulative economic profit maximum. In the event that the Company's economic profit is between the achievement levels set forth, the percentage of performance stock units awarded shall be determined by interpolation. The maximum number of performance stock units that can be earned by the named executive officers pursuant to this award is 47,935. A copy of the form of the Performance Stock Unit Award Grant Agreement is attached hereto as Exhibit 10.2 and incorporated herein by reference.

At its July 25, 2013 meeting, the Compensation Committee also issued restricted stock grants to named executive officers of the Company under the Plan. A total of 30,459 shares of restricted stock were granted to the named executive officers, allocated as follows: Mr. J. Batten, 11,498 shares of restricted stock; Mr. Eperjesy, 6,962 shares of restricted stock; Mr. Feiertag, 6,947 shares of restricted stock; and Mr. Bratel, 5,052 shares of restricted stock. The shares will vest in three years, provided the named executive officer remains employed as of such vesting date. The restricted stock will fully vest if the named executive officer terminates employment due to death or disability, or following a change in control of the Company. A copy of the form of the Restricted Stock Grant Agreement is attached hereto as Exhibit 10.3 and is 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

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EXHIBIT NUMBER	DESCRIPTION
10.1	Form of Performance Stock Award Grant Agreement for targeted award of performance shares on July 25, 2013
10.2	Form of Performance Stock Unit Award Grant Agreement for targeted award of performance stock units on July 25, 2013
10.3	Form of Restricted Stock Grant Agreement for restricted stock grants on July 25, 2013

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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: July 31, 2013

Twin Disc, Inc.

          /s/ JEFFREY S. KNUTSON  
Jeffrey S. Knutson  
Corporate Controller & Secretary

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