

UNITED STATES
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) **September 17, 2018**

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**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 7.01. Regulation FD Disclosure.

On September 17, 2018, Twin Disc, Incorporated (the “Company”) issued a press release announcing the public offering of shares of its common stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

The information furnished in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any securities of the Company or any of its subsidiaries.

Item 8.01. Other Events.

On September 17, 2018, the Company announced that it intends to offer and sell \$30,000,000 of shares of its common stock in an underwritten public offering. The Company also expects to grant to the underwriters for the offering a 30-day option to purchase up to an additional \$4,500,000 of shares of the Company’s common stock.

All of the shares to be sold in the offering are to be sold by the Company. The Company intends to use the net proceeds from the offering to repay debt incurred in connection with its recent acquisition of Veth Propulsion Holding B.V. and its wholly owned subsidiaries.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

EXHIBIT NUMBER	DESCRIPTION
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99.1	Press release issued by Twin Disc, Incorporated on September 17, 2018.
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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: September 17, 2018

Twin Disc, Incorporated

/s/ Jeffrey S. Knutson

Jeffrey S. Knutson

Vice President-Finance, Chief Financial Officer, Treasurer & Secretary

Twin Disc, Incorporated Announces Proposed Follow-On Public Offering of Common Stock

September 17, 2018

RACINE, WI – Twin Disc, Incorporated (Nasdaq: TWIN) (“Twin Disc” or “the Company”), a global leader in power transmission technology for marine and land-based applications, today announced that it has commenced an underwritten public offering of \$30,000,000 of shares of its common stock. All of the shares are being offered by Twin Disc. In addition, Twin Disc intends to grant the underwriters a 30-day option to purchase up to an additional \$4,500,000 of shares of common stock of the Company.

Twin Disc intends to use the net proceeds from the offering to pay down existing indebtedness, which will make available other Company resources for general corporate and working capital purposes, including potentially funding future acquisitions. There can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Baird is acting as sole active book-running manager for the offering. Oppenheimer & Co. Inc. is acting as joint book-running manager for the offering.

The offering is being made pursuant to an effective shelf registration statement on Form S-3 (No. 333-227130) that was initially filed with the Securities and Exchange Commission (“SEC”) on August 31, 2018. A preliminary prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC's website at www.sec.gov. Copies of the preliminary prospectus supplement may also be obtained from: Robert W. Baird & Co. Incorporated, Attention: Syndicate Department, 777 East Wisconsin Avenue, Milwaukee, WI 53202, by telephone at (800) 792-2473, or by email at syndicate@rwbaird.com; or Oppenheimer & Co. Inc., Attention: Syndicate Prospectus Department, 85 Broad Street, 26th Floor, New York, NY 10004, by telephone at (212) 667-8055, or by email at EquityProspectus@opco.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Twin Disc, Incorporated

Twin Disc, Incorporated designs, manufactures and sells marine and heavy-duty, off-highway power transmission equipment. Products offered include: marine transmissions, surface drives, propellers and boat management systems, as well as power-shift transmissions, hydraulic torque converters, power take-offs, industrial clutches and control systems. The Company sells its products to customers primarily in the pleasure craft, commercial and military marine markets, as well as in the energy and natural resources, government and industrial markets. The Company's worldwide sales to both domestic and foreign customers are transacted through a direct sales force and a distributor network.

Forward-Looking Statements

Certain statements contained herein are not based on historical fact and are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the “safe harbor” created by those provisions. These statements include the terms of the offering or its completion, if at all. These statements can otherwise be identified by the use of words such as "anticipate," "believe," "could," "estimate," "expect," "feel," "forecast," "intend," "may," "plan," "potential," "project," "seek," "should," "would," "will," and similar expressions intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Owing to the uncertainties inherent in forward-looking statements, actual results could differ materially from those stated herein. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, the loss of major customers, deteriorating of general economic or political conditions, difficulties realizing the anticipated benefits and synergies from the Veth acquisition and managing our expanded operations following the acquisition, competition and other business conditions in the industries in which we operate, adverse changes in the Company's relationships with its distributors and suppliers, the loss of key Company personnel, changes in the regulatory framework governing the Company's business, significant liabilities or costs associated with litigation or other legal proceedings, the restrictions imposed upon our business as a result the restrictive covenants contained in our credit agreements, the negative effects that global capital and credit market issues may have on our liquidity, the costs of borrowing on our operations as well as other risks described more fully in the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended June 30, 2018, filed on August 27, 2018 as amended on August 31, 2018, and its subsequent filings under the Securities Exchange Act of 1934. Forward-looking statements reflect management's analysis as of the date of this press release. The Company does not undertake to revise these statements to reflect subsequent developments, other than in its regular, quarterly earnings releases or as otherwise required by applicable securities laws.

Contact:

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