

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): June 29, 2015

## **TWIN DISC, INCORPORATED**

(exact name of registrant as specified in its charter)

<u>WISCONSIN</u>

(State or other jurisdiction of incorporation)

001-7635 (Commission File Number) <u>39-0667110</u> (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))

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

On June 29, 2015, Malcom F. Moore, a member of the Board of Directors of Twin Disc, Incorporated (the "Company"), informed the Company that he will be resigning his position as a director of the Company to accept an appointment as the Company's new Executive Vice President, Operations. Mr. Moore's resignation was effective June 30, 2015.

On June 30, 2015, the Company's Board of Directors appointed Janet P. Giesselman as a member of the Board of Directors of the Company, effective immediately. Ms. Giesselman will fill the vacancy on the Company's Board of Directors caused by the resignation of Mr. Moore. Ms. Giesselman is in the class of directors whose terms will expire in 2015, and the Board of Directors intends to nominate her for reelection to the Board at the 2015 Annual Meeting of Shareholders. Ms. Giesselman was also appointed to serve on the following three committees of the Board of Directors: (1) the Audit Committee, (2) the Nomination and Governance Committee, and (3) the Compensation and Executive Development Committee. A copy of the press release regarding Ms. Giesselman's appointment to the Company's Board of Directors is attached hereto as Exhibit 99.1.

Ms. Giesselman is eligible to participate in the Twin Disc, Incorporated 2010 Stock Incentive Plan for Non-Employee Directors and will be paid an annual retainer comprised of both cash and restricted shares of the Company's common stock. Ms. Giesselman will be paid a pro-rated portion (pro-rated as of June 30, 2015) of the annual director retainer of \$125,000, which shall be comprised of 40% cash and 60% restricted shares. The cash portion of Ms. Giesselman's retainer will be paid quarterly, while the restricted stock portion of her retainer was awarded as of June 30, 2015. Ms. Giesselman's shares of restricted stock will vest as of the Company's 2015 Annual Meeting of Shareholders, provided she continues to serve on the Company's Board of Directors as of such date.

There is no arrangement or understanding between Ms. Giesselman and any other person pursuant to which Ms. Giesselman was appointed as a member of the Board of Directors of the Company. There are no transactions in which Ms. Giesselman has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Effective as of July 1, 2015, Malcolm F. Moore will serve as the Company's new Executive Vice President, Operations. In this role, Mr. Moore will be responsible for overseeing the Company's global manufacturing, as well as the Company's sales/marketing functions. A copy of the press release regarding Mr. Moore's appointment is attached hereto as Exhibit 99.2.

Item 9.01	Financial Statements and Exhibits
(d) Exhib	ts
EXHIBIT NUMBER 99.1 99.2	DESCRIPTION Press Release issued by the Company on July 1, 2015 regarding the resignation of Malcolm F. Moore from the Company's Board of Directors and the appointment of Janet Giesselman as a member of the Company's Board of Directors. Press Release issued by the Company on July 1, 2015 regarding the appointment of Malcom F. Moore to Executive Vice President, Operations.

## 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 1, 2015

Twin Disc, Incorporated

<u>/s/ JEFFREY S. KNUTSON</u> Jeffrey S. Knutson Vice President – Finance, Chief Financial Officer, Treasurer, Corporate Controller, and Secretary

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# FOR IMMEDIATE RELEASE

Contact: Jeffrey S. Knutson (262) 638-4242

#### Twin Disc, Inc. Appoints Janet P. Giesselman to Board of Directors

RACINE, WISCONSIN—July 1, 2015—**Twin Disc, Inc. (NASDAQ: TWIN),** today announced that its Board of Directors appointed Janet P. Giesselman to the Company's Board effective June 30, 2015. Ms. Giesselman will finish the term of Malcolm Moore, who resigned from the Board on June 30, 2015.

"Janet brings a significant amount of leadership experience to Twin Disc's Board as a retired senior executive at The Dow Chemical Company, as well as from her service on a number of corporate and not for profit boards," stated David B. Rayburn, Chairman of the Board. "Janet's broad background in the oil and gas industry, as well as her international experience, will add tremendous value to our Board as we execute our ambitious business plan focused on growing Twin Disc globally. I look forward to Janet's expert counsel and welcome her to the Board."

Ms. Giesselman, 60, is the retired President and General Manager of Dow Oil & Gas, a business unit of The Dow Chemical Company. She has over 30 years of experience managing agriculture, energy, chemical, and manufacturing businesses in the United States, Europe, Latin America, Middle East, Africa, and Asia. From 2001 to 2010, she held numerous senior leadership positions with The Dow Chemical Company including Vice President, Dow AgroSciences, and Vice President, Dow Latex (Switzerland). Before joining Dow, Ms. Giesselman held various leadership positions in sales, marketing and strategic planning with Rohm & Hass Company, a specialty and performance materials company.

Ms. Giesselman holds a Bachelor of Science from Pennsylvania State University and a Master of Science from the University of Florida.

Twin Disc, Inc. designs, manufactures and sells marine and heavy-duty off-highway power transmission equipment. Products offered include: marine transmissions, surface drivers, 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.

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# FOR IMMEDIATE RELEASE

Contact: Jeffrey S. Knutson (262) 638-4242

#### Malcolm Moore Joins Twin Disc as Executive Vice President, Operations

RACINE, WISCONSIN—July 1, 2015—**Twin Disc, Inc. (NASDAQ: TWIN),** today announced that after an extensive search, Malcolm (Mac) Moore, 64, joins Twin Disc as Executive Vice President, Operations effective July 1, 2015. In his new role as Executive Vice President, Operations, Mr. Moore will be responsible for overseeing the Company's global manufacturing, as well as its sales/marketing functions.

"Mac brings an extensive skill set in marine, industrial, and international markets to Twin Disc and we are fortunate to secure such a qualified candidate," stated John H. Batten, President and Chief Executive Officer. "Mac is a proven business leader. As a former director of Twin Disc, Mac has provided me valuable counsel over the years. Mac recently became available to work full-time for Twin Disc following the sale of his former company, and I am thrilled that he accepted our offer. Mac's addition further strengthens our management team, allowing us to continue to develop and to implement our global strategy, and I look forward to working with him in this new capacity."

Mr. Moore has over 25 years of leadership experience managing international manufacturing and distribution businesses. From 2011 to 2015, he held various positions including Chairman, President and CEO of Fort Atkinson, Wisconsin based Digi-Star, LLC, a leading global supplier of electronic components and software used in precision agriculture. From 1999 to 2010, Mr. Moore held various positions including Executive Vice President and COO, President and COO, and President and CEO of West Bend, Wisconsin based Gehl Company, a publicly owned manufacturer and distributor of equipment used in construction and agriculture markets. He serves on the Board of Directors of AG Growth International and Freightcar America, Inc.

Mr. Moore resigned his position as Director of Twin Disc in order to accept this opportunity.

Mr. Moore received an MBA from Northwestern University's Kellogg School of Management and a BSBA from American University, with a major in International Business.

Twin Disc, Inc. designs, manufactures and sells marine and heavy-duty off-highway power transmission equipment. Products offered include: marine transmissions, surface drivers, 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.

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