

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) January 23, 2007

Twin Disc, Incorporated

(exact name of registrant as specified in its charter)

WISCONSIN	001-7635	39-0667110
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(State or other jurisdiction of incorporation)	(Commission File Number)	(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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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 2.02 Results of Operations and Financial Condition

The Company has reported its 2nd quarter 2007 financial results. The Company's press release dated January 23, 2007 announcing the results is attached hereto as Exhibit 99.1 and is incorporated herein in its entirety by reference.

The information set forth in this Item 2.02 of Form 8-K, including Exhibit 99.1, is furnished pursuant to Item 2.02 and shall not be deemed "filed" for the 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 such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01

Regulation FD Disclosure

The information set forth under Item 2.02 of this report is incorporated herein by reference solely for the purposes of this Item 7.01.

The information set forth in this Item 7.01 of Form 8-K is furnished pursuant to Item 7.01 and shall not be deemed "filed" for the 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 such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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.

99.1 Press Release announcing 2nd quarter 2007 financial results.

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: January 24, 2007

Twin Disc, Inc.
/s/ CHRISTOPHER J. EPERJESY

Vice President - Finance, Chief Financial
Officer and Secretary

TWIN DISC, INC., ANNOUNCES RECORD FISCAL 2007 SECOND-QUARTER FINANCIAL RESULTS**Second-Quarter Net Earnings up 127.8% to \$5,670,000****Second-Quarter Sales up 30.1% to \$74,239,000****Recent Acquisition Adds \$8,139,000 to Second-Quarter Sales and Accretive to Earnings****Management Remains Optimistic about the Fiscal 2007 Outlook**

RACINE, WISCONSIN—January 23, 2007—Twin Disc, Inc. (NASDAQ: TWIN), today reported record financial results for the fiscal 2007 second quarter ended December 31, 2006. Sales, net earnings and diluted earnings per share for the fiscal 2007 second quarter represented the best quarter in the Company's history.

Sales for the quarter ended December 31, 2006 improved 30.1 percent to \$74,239,000 from \$57,051,000 in the same period a year ago. Year-to-date, sales increased 31.3 percent to \$140,013,000 from \$106,628,000 in the fiscal 2006 first half. The recent BCS Group acquisition contributed \$8,139,000 to net sales in the fiscal 2007 second quarter and \$14,697,000 to year-to-date sales. Sales continue to benefit from strong demand across all the markets the Company serves, especially from its oil and military customers.

Gross profit, as a percentage of 2007 second-quarter sales, increased 4.8 percentage points to 32.9 percent from 28.1 percent in the fiscal 2006 second-quarter and gross profit, as a percentage of year-to-date sales, increased 3.4 percentage points to 31.9 percent from 28.5 percent in the same period last fiscal year. Profitability continued to improve from the implementation of cost reduction programs, manufacturing efficiencies, a better product mix and selective price increases.

Net earnings for the second quarter increased 127.8 percent, or \$3,181,000 to \$5,670,000, or \$0.96 per diluted share, compared with \$2,489,000, or \$0.42 per diluted share, for the fiscal 2006 second quarter. Year-to-date, earnings increased 87.8 percent to \$9,342,000, or \$1.58 per diluted share from \$4,974,000, or \$0.85 per diluted share.

For the fiscal 2007 second quarter and first half, the recently acquired BCS Group companies continue to meet expectations and added \$0.09 and \$0.10, respectively to diluted earnings per share. This includes the impact of an unfavorable purchase accounting adjustment to inventory in the

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amount of \$489,000 before tax for the fiscal 2007 second quarter, and \$1,223,000 before tax for the fiscal 2007 first half. These adjustments were non-cash and no further adjustments are anticipated.

Commenting on the results, Michael E. Batten, Chairman, President and Chief Executive Officer, said, "We are encouraged by our financial results for the first half of the year. Earnings for both the second quarter and first six months were the highest in the Company's history. These results reflect the combined efforts of our marketing, engineering and manufacturing teams to position us in markets with cost-effective and profitable products. We continue to seek and implement strategies that will expand our business profitably by extending our leadership positions in the markets we serve."

Christopher J. Eperjesy, Vice President - Finance, Chief Financial Officer and Secretary, stated, "Because of our strong incoming orders and six-month backlog, inventories increased 27.1 percent with a corresponding increase in our debt position. In addition, year-to-date we have spent approximately \$8,000,000 in capital expenditures and elected to make contributions of \$7,720,000 to our domestic defined benefit pension plans in the fiscal 2007 first quarter with no additional contributions made in the fiscal 2007 second quarter. We believe that our balance sheet remains strong with sufficient liquidity should additional working capital be required. Working capital for the period ended December 31, 2006 increased 21.5 percent to \$86,856,000 compared to \$71,510,000 at June 30, 2006. Shareholders' equity was \$100,760,000 at December 31, 2006 compared to \$89,233,000 at June 30, 2006 and \$69,879,000 at December 31, 2005."

Mr. Batten concluded, "We are optimistic that fiscal 2007 will be another record year for the Company. Our six-month backlog now stands at \$112,426,000 (which includes backlog of \$7,547,000 from BCS). This compares to the six-month backlog (excluding backlog from BCS) of \$91,598,000 at fiscal 2006 year end and \$87,000,000 at December 31, 2005. We are excited about our opportunities as we go into the second half of the fiscal year. Further, the Board of Directors increased our March dividend payment 15.8 percent to \$0.11 per common share."

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.

This press release may contain statements that are forward looking as defined by the Securities and Exchange Commission in its rules, regulations and releases. The Company intends that such forward-looking statements be subject to the safe harbors created thereby. All forward-looking statements are based on current expectations regarding important risk factors including those identified in the Company's most recent periodic report and other filings with the Securities and Exchange Commission. Accordingly, actual results may differ materially from those expressed in the forward-looking statements, and the making of such statements should not be regarded as a representation by the Company or any other person that the results expressed therein will be achieved.

--Financial Results Follow--

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	Three Months Ended December 31,		Six Months Ended December 31,	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Net sales	\$74,239	\$57,051	\$140,013	\$106,628
Cost of goods sold	<u>49,850</u>	<u>41,028</u>	<u>95,311</u>	<u>76,201</u>
Gross profit	24,389	16,023	44,702	30,427
Marketing, engineering and administrative expenses	14,528	11,489	28,180	21,637
Interest expense	824	399	1,467	715
Other expense (Income), net	<u>(248)</u>	<u>(47)</u>	<u>(328)</u>	<u>(101)</u>
Earnings before income taxes and minority interest	9,285	4,182	15,383	8,176
Income taxes	3,573	1,671	5,950	3,137
Minority interest	<u>(42)</u>	<u>(22)</u>	<u>(91)</u>	<u>(65)</u>
Net earnings	\$ 5,670	\$ 2,489	\$ 9,342	\$ 4,974
Earnings per share:				
Basic	\$ 0.98	\$ 0.43	\$ 1.61	\$ 0.87
Diluted	\$ 0.96	\$ 0.42	\$ 1.58	\$ 0.85
Average shares outstanding:				
Basic	5,809	5,776	5,805	5,754
Diluted	5,906	5,900	5,901	5,868
Dividends per share	\$ 0.095	\$0.0875	\$ 0.190	\$ 0.175

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CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands, unaudited)

	December 31, <u>2006</u>	June 30, <u>2006</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$14,741	\$16,427
Trade accounts receivable, net	52,018	55,963
Inventories, net	82,731	65,081
Deferred income taxes	6,221	5,780
Other	<u>6,325</u>	<u>7,880</u>
Total current assets	162,036	151,131
Property, plant and equipment, net	52,315	46,958
Goodwill	15,960	15,304
Deferred income taxes	4,041	4,152
Intangible assets, net	11,905	12,211
Other assets	<u>6,617</u>	<u>6,416</u>
	\$252,874	\$236,172
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Bank overdraft	\$ -	\$3,194
Notes payable	-	16
Current maturities on long-term debt	232	633
Accounts payable	29,712	27,866
Accrued liabilities	<u>45,236</u>	<u>47,912</u>

Total current liabilities	75,180	79,621
Long-term debt	54,653	38,369
Accrued retirement benefits	20,866	28,065
Other long-term liabilities	<u>846</u>	<u>312</u>
	151,545	146,367
Minority interest	569	572
Shareholders' equity:		
Common stock	12,382	11,777
Retained earnings	109,885	101,652
Accumulated other comprehensive loss	<u>(6,638)</u>	<u>(9,166)</u>
	115,629	104,263
Less treasury stock, at cost	<u>14,869</u>	<u>15,030</u>
Total shareholders' equity	<u>100,760</u>	<u>89,233</u>
	\$252,874	\$236,172

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