

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) May 1, 2008

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 7.01. Regulation FD Disclosure

The executive officers of Twin Disc intend to conduct meetings with investors and analysts and at investor conferences on or after May 1, 2008. A copy of the presentation materials to be used at those meetings and from time to time thereafter is filed as Exhibit 99.1 hereto. The presentation materials will also be posted on the Company's website, www.twindisc.com. The Company does not intend to file any update of these presentation materials. The fact that these presentation materials are being furnished should not be deemed an admission as to the materiality of any information contained in the materials.

The information included in the presentation includes financial information determined by methods other than in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Company's management uses these non-GAAP measures in its analysis of the Company's performance. The Company believes that the presentation of certain non-GAAP measures provides useful supplemental information that is essential to a proper understanding of the operating results of the Company's core businesses. These non-GAAP disclosures should not be viewed as a substitute for operating results determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

The information in this Form 8-K being furnished under Item 7.01 shall not be deemed to be "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of such 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. The presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the Company's expectations and involve risks and uncertainties that could cause the Company's actual results to differ materially from those set forth in the statements. These risks are discussed in the Company's filings with the Securities and Exchange Commission, including an extensive discussion of these risks in the Company's Annual Report on Form 10-K for the year ended June 30, 2007.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Presentation Materials - 3rd Quarter Fiscal 2008

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: May 1, 2008

Twin Disc, Inc.

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/s/ THOMAS E. VALENTYN
Thomas E. Valentyn
General Counsel and Secretary



NOTE: All EPS figures contained in these presentation materials have been adjusted for the January 2008 2-for-1 stock split.

Safe Harbor Statement

This presentation contains statements that are forward-looking within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on management's current expectations that are based on assumptions that are subject to risks and uncertainties. Actual results may vary because of variations between these assumptions and actual performance. Investors are referred to Twin Disc's fiscal year 2006 Annual Report and Form 10-K, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Forward-Looking Information," which outlines certain risks regarding the Company's forward-looking statements. Copies of the Company's SEC filings may be obtained from the SEC, and are available on Twin Disc's web site (www.twindisc.com), or by request from the Investor Relations department at the Company.

Twin Disc At A Glance



- Founded in 1918
- Headquartered in Racine, WI
- 1,000 employees
- We are a global company
 - Well-known customers around the world
 - Operations in the U.S., Italy, Belgium, Switzerland and Japan
 - World-wide distributor network

May 1, 2008

3

FY 2008 Financial Highlights

- Record 1st & 2nd Quarter Sales
 - Continued growth from mega-yacht and commercial marine markets
 - Strong demand for land based transmission products for the Airport Rescue and Fire Fighting (ARFF) and military markets
 - Experiencing cyclical softening in industrial product markets
 - 2nd Quarter slow down in demand for oil and gas transmissions
- Gross margins remain >30%
- Equaled FY 2007's first nine months record net earnings
- 3rd Qtr Six Month Backlog >> \$126 million record

May 1, 2008

4

Key Investment Highlights

- Added To Russell 2000 Index
- Two 2-for-1 Stock Splits (last 2 years)
- Three Dividend Increases (last 2 years)
- Share Repurchase Program
- Strong Balance Sheet

May 1, 2008

5

Marine Markets

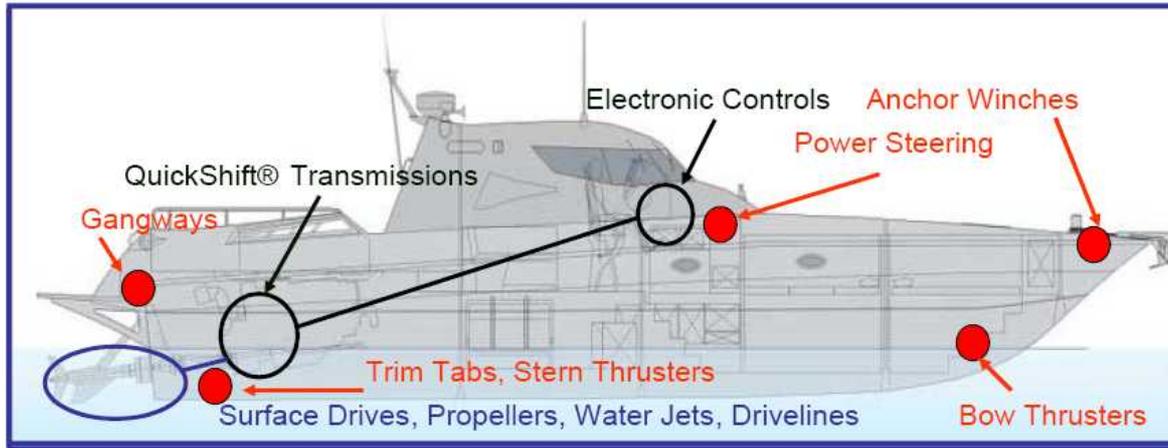


May 1, 2008

6

Marine Systems

Marine Transmissions, Propulsion & Boat Management Systems



May 1, 2008

7

Marine Systems



- Target Markets: Pleasure, commercial & military boats 30' to 250'
- Products: Transmissions, Surface Drives, Propellers, Steering/Thruster/Trim Systems
- Channels: Engine OEMs & dealers & boat builders
- Customers: CAT, Cummins, MAN, MTU, Volvo / Azimuth, Baia, Ferretti, Hatteras, Riviera, Sanlorenzo, Sunseeker
- Competition: ZF, Reintjes / Kamewa / Side Power, Ultraflex

May 1, 2008

8

Transmission Systems



May 1, 2008



9

Transmission Systems

Transmissions

Torque Converters

Electronic Controls



- Target Market: Off-highway and all-terrain specialty vehicles
- Products: Niche products - 400 to 3,000 HP
- Channel: OEM vehicle mfrs.
- Customers: BAE, Oshkosh, Tatra / BJ Services, Cisco High-Lift, Crown Energy, Enerflo, Fractec, Trican
- Competitors: Allison, ZF

Industrial Products



May 1, 2008

11

Industrial Products

Clutches PTOs Torque Converters Variable Speed & Starting Drives



- Target Market: Heavy duty industrial disconnect applns
- Products: Mech & hyd clutches, PTOs & pump mount drives - 100 - 2,500 HP
- Channels: Distribution & OEMs
- Customers: Bandit, Morbark, Peterson Pacific / OEM engine dealers
- Competitors: Funk, NACD, PT Tech, Stiebel, Transfluid, WPT

May 1, 2008

12

Technology Differentiation

- Land-Based
 - 8500 Series
 - “Pump & Roll”
 - “Legacy” Contracts
 - Electronic Control Systems
- Marine
 - QuickShift®
 - Dynamic Positioning
 - Rolla CFD
 - Electronic/Hydraulic Boat Management Systems

May 1, 2008

13

Managing Our Cost Structure

Investing in Core Competencies

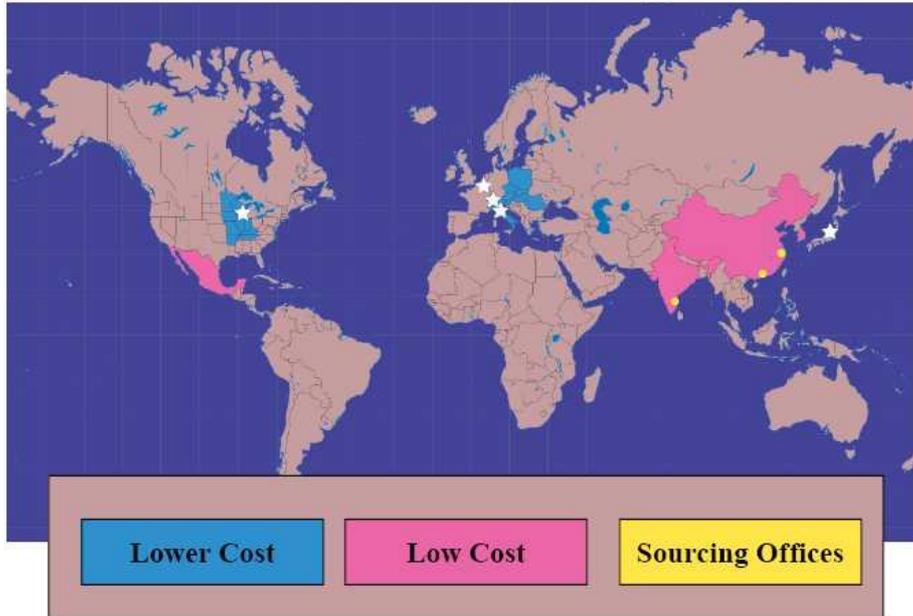


May 1, 2008

14

Managing Our Cost Structure

Global Sourcing

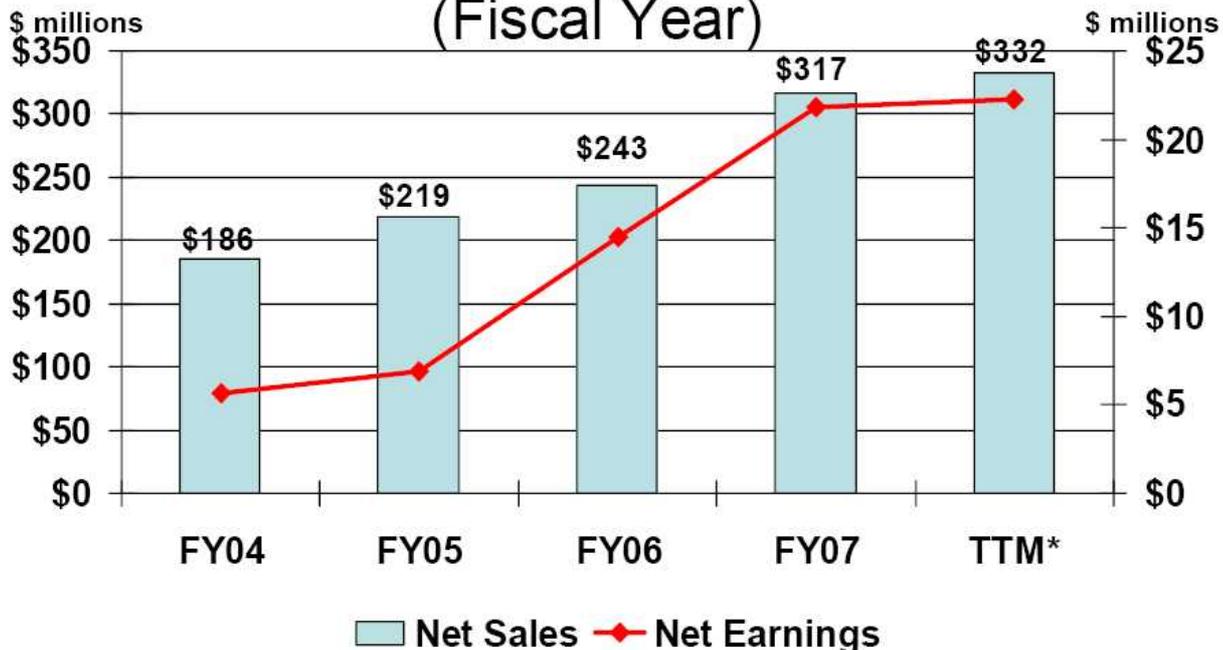


May 1, 2008

15

Net Sales & Net Earnings

(Fiscal Year)



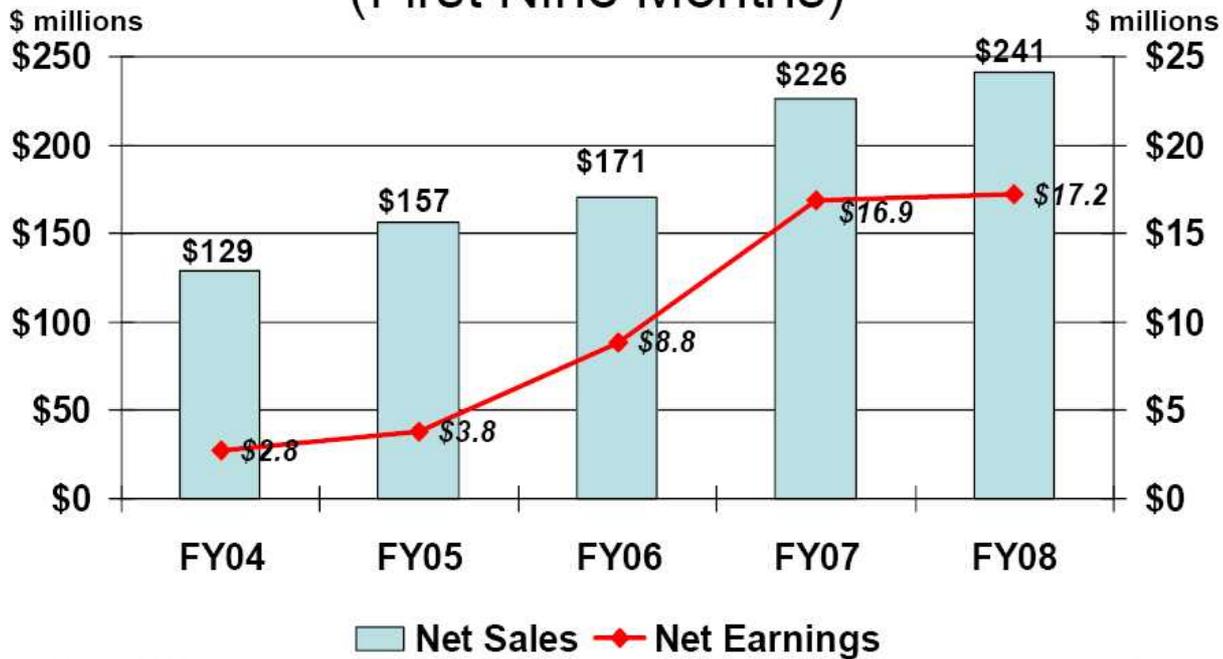
* See Appendix III for reconciliation of TTM (trailing 12 month) figures to reported figures.

May 1, 2008

16



Net Sales & Net Earnings (First Nine Months)

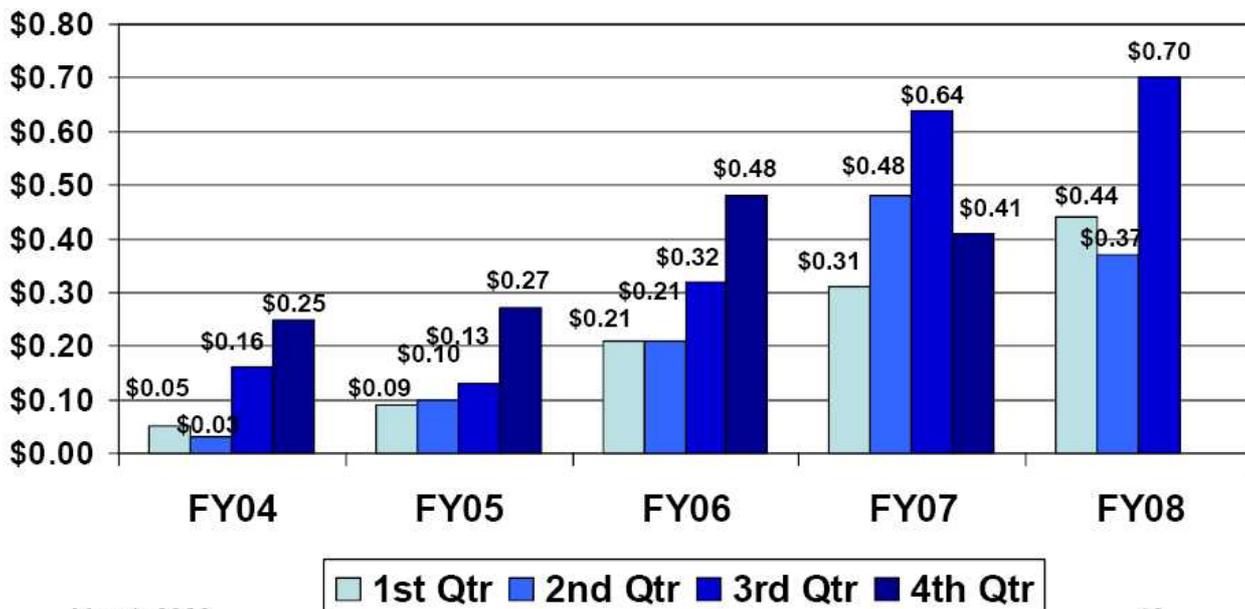


May 1, 2008

17



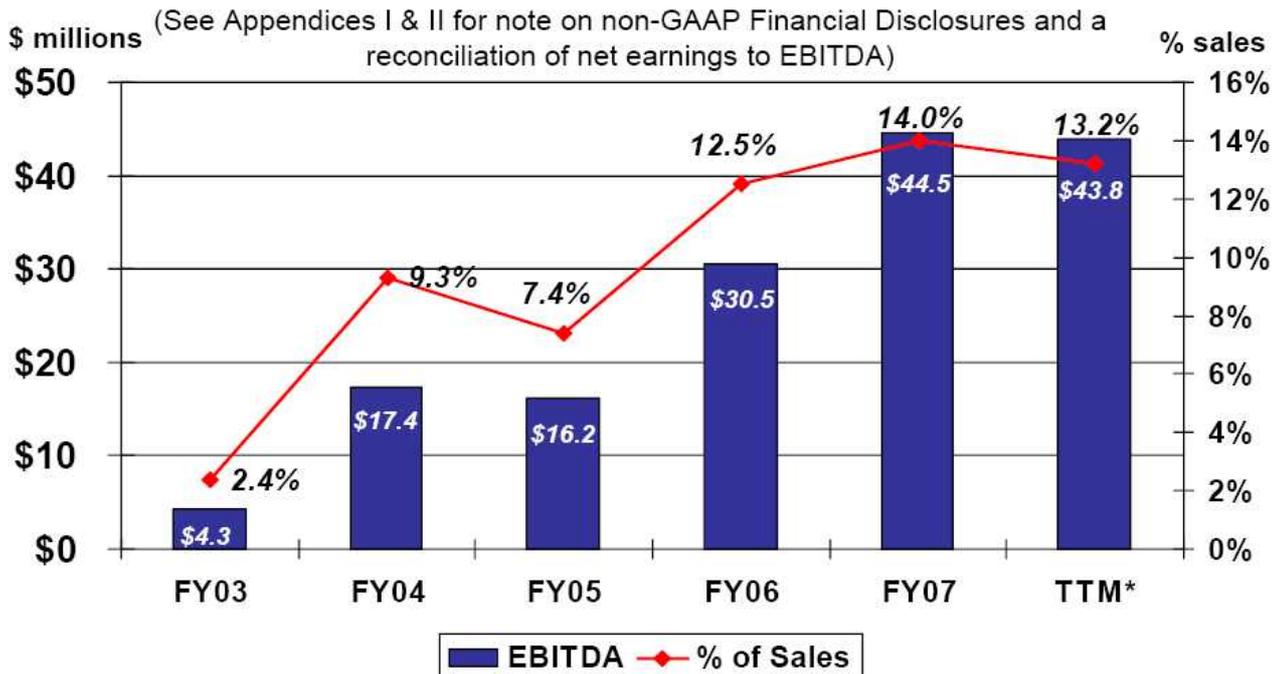
Consolidated Earnings Per Share (Diluted)



May 1, 2008

18

EBITDA

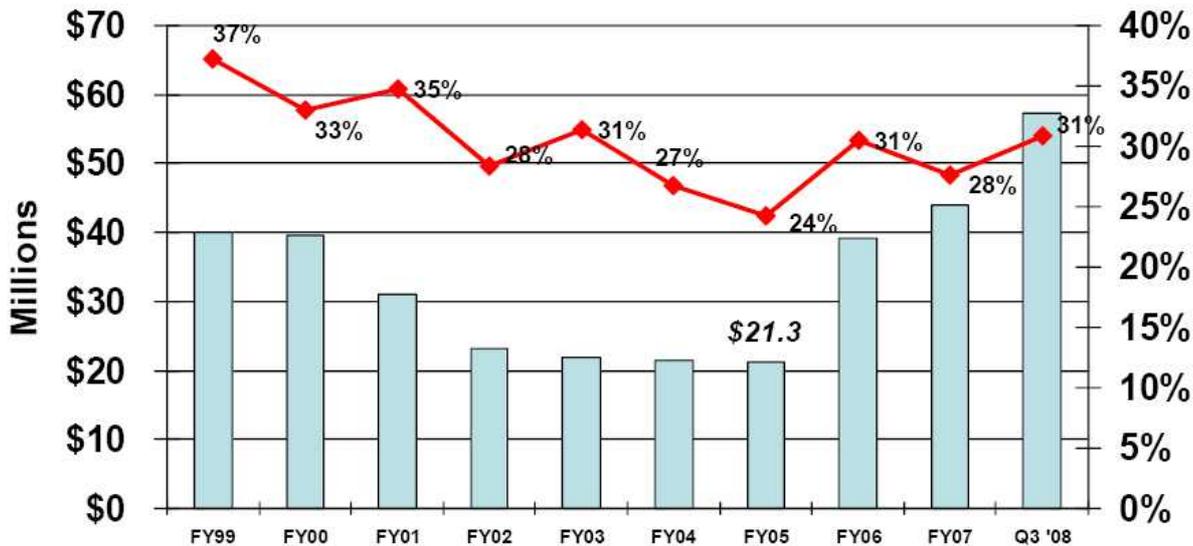


May 1, 2008

* See Appendix III for reconciliation of TTM figures to reported figures.

19

Debt (\$) & Debt to Total Capital (%)



First Nine Months cash outflows included —

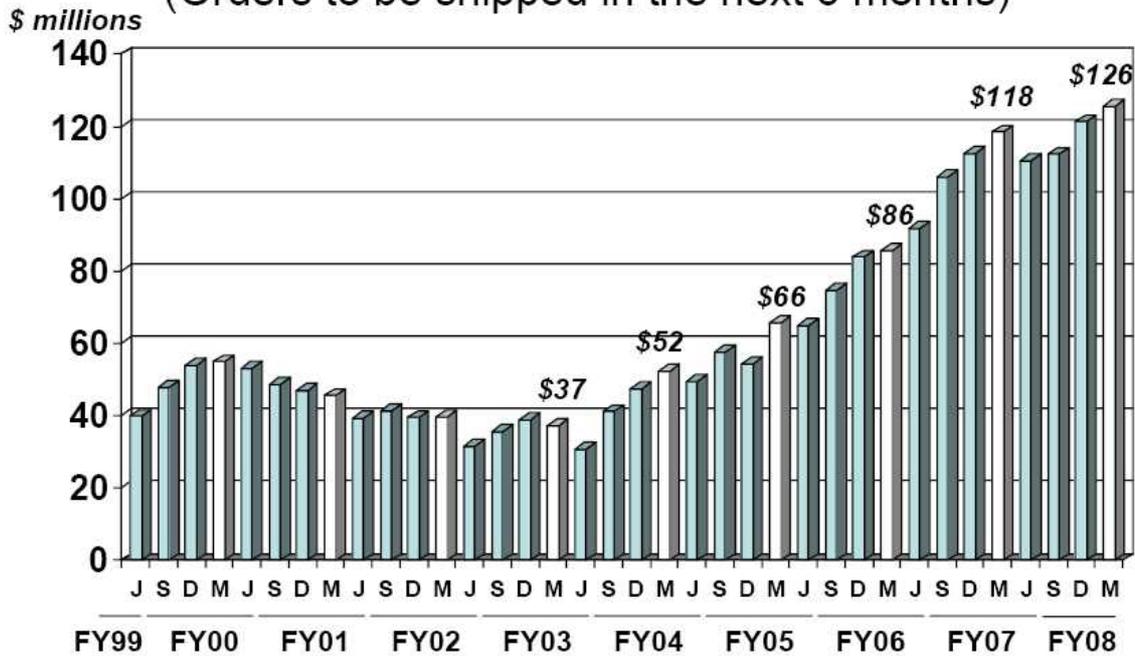
- Stock Repurchases (660,000 shares (post-split figure) repurchased in 1st & 3rd fiscal quarters) \$15,643,000
- CAPEX 10,605,000
- Domestic Pension Contributions 1,720,000

May 1, 2008

20

Corporate Six Month Backlog

(Orders to be shipped in the next 6 months)



May 1, 2008

21

Fiscal Year 2008 Outlook

- FY 2008 will be another good year
- Cyclical softening continues in industrial markets
- Slow down in demand for oil and gas transmissions
- Key markets will remain strong
 - Outlook for mega-yachts is bright
 - Activity in crew & supply boats is solid
 - Demand & inquiries for military transmissions remain strong
 - Global outlook for Airport Rescue & Fire Fighting (ARFF) vehicular transmissions continues to be very good

May 1, 2008

22



Fiscal Year 2008 Outlook

- Technology differentiation/new products
- Opportunity for operating leverage continues
 - Increasing volume
 - Expanding global outsourcing
 - Investing in core competencies
- Active Acquisition Program
- Board authorized repurchase of up to an additional 500,000 shares

May 1, 2008

23





Appendices



Appendix I Non-GAAP Financial Disclosures

Non-GAAP Financial Disclosures

Financial information excluding the impact of certain significant items in this presentation are not measures that are defined in U.S. Generally Accepted Accounting Principles ("GAAP"). These items are measures that management believes are important to adjust for in order to have a meaningful comparison to prior and future periods and to provide a basis for future projections and for estimating our earnings growth prospects. Non-GAAP measures are used by management as a performance measure to judge profitability of our business absent the impact of foreign currency exchange rate changes and acquisitions. Management analyzes the company's business performance and trends excluding these amounts. These measures, as well as EBITDA, provide a more consistent view of performance than the closest GAAP equivalent for management and investors. Management compensates for this by using these measures in combination with the GAAP measures. The presentation of the non-GAAP measures in this presentation are made alongside the most directly comparable GAAP measures.

Definition - Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)

The sum of, net earnings and adding back provision for income taxes, interest expense, depreciations and amortization expenses: this is a financial measure of the profit generated excluding the above mentioned items.

Appendix II

Reconciliation of Net Earnings to EBITDA

<i>in \$ thousands, except % data</i>	2003	2004	2005	2006	2007	TTM*
Net Earnings	\$ (2,394)	\$ 5,643	\$ 6,910	\$ 14,453	\$ 21,852	\$ 22,244
Income Taxes	(300)	4,964	2,485	8,470	12,273	10,986
Interest Expense	1,323	1,078	1,134	1,718	3,154	3,126
Depreciation & Amortization	5,673	5,692	5,677	5,866	7,252	7,474
Earnings before interest, taxes, depreciation and amortization	\$ 4,302	\$ 17,377	\$ 16,206	\$ 30,507	\$ 44,531	\$ 43,830
Net Sales	\$ 179,591	\$ 186,089	\$ 218,472	\$ 243,287	\$ 317,200	\$ 332,137
EBITDA as a % of Sales	2.4%	9.3%	7.4%	12.5%	14.0%	13.2%

* See Appendix III for reconciliation of TTM figures to reported figures.

May 1, 2008

27

Appendix III

Reconciliation of TTM Data to Reported Quarterly Figures

	Q1 07*	Q2 07*	Q3 07*	Q4 07 (A)	FY 07	Q1 08*	Q2 08*	Q3 08*	YTD* (B)	TTM (A) + (B)
Sales	\$ 65,774	\$ 74,239	\$ 86,405	\$ 90,782	\$ 317,200	\$ 73,613	\$ 81,894	\$ 85,838	\$ 241,345	\$ 332,127
Gross Profit	20,313	24,389	28,185	30,022	102,909	23,851	25,346	26,627	75,823	105,845
Interest Exp	643	824	886	801	3,154	744	825	757	2,325	3,126
Net Earnings	3,672	5,670	7,509	5,001	21,852	5,106	4,209	7,929	17,243	22,244
EPS, Diluted	\$ 0.31	\$ 0.48	\$ 0.64	\$ 0.41	\$ 1.84	\$ 0.44	\$ 0.37	\$ 0.70	\$ 1.51	\$ 1.92
EPS, Basic	\$ 0.32	\$ 0.49	\$ 0.65	\$ 0.43	\$ 1.88	\$ 0.45	\$ 0.37	\$ 0.71	\$ 1.52	\$ 1.95
CAPEX	1,267	6,744	3,197	4,473	15,681	2,502	4,318	3,785	10,605	15,078
Deprec.	1,444	1,924	1,836	2,048	7,252	1,755	1,805	1,866	5,426	7,474
Oper Cash Flow	(9,493)	3,085	2,684	21,210	17,486	5,142	5,886	(213)	10,815	32,025
Dividends	554	555	643	643	2,395	653	784	783	2,220	2,863
Pretax Income	6,098	9,285	11,585	7,361	34,329	8,418	6,964	10,707	26,089	33,450
Taxes	2,377	3,573	4,023	2,300	12,273	3,237	2,729	2,719	8,686	10,986

* Quarterly Data is from the Company's unaudited quarterly Form 10-Q filings with the SEC.

May 1, 2008

28



Appendix IV

3rd Fiscal Quarter Condensed Consolidated Statements of Operations

(\$ thousands, unaudited)

	2008	2007	2006	2005
Sales	\$ 85,838	\$ 86,405	\$ 64,125	\$ 56,436
Gross Profit	26,627 31.0%	28,185 32.6%	19,906 31.0%	14,675 26.0%
MEA Expense	14,969 17.4%	15,913 18.4%	13,153 20.5%	11,227 19.9%
Interest Expense	757	886	421	304
Misc. Exp/(Inc)	194	(199)	34	181
Pretax Earnings	10,707	11,585	6,298	2,963
Income Taxes	2,719	4,023	2,445	1,388
Minority Interest	(59)	(53)	(34)	4
Net Earnings	\$ 7,929	\$ 7,509	\$ 3,819	\$ 1,579
EBITDA	\$ 13,271	\$ 14,254	\$ 8,073	\$ 4,665
DILUTED EPS	\$ 0.70	\$ 0.64	\$ 0.32	\$ 0.13

May 1, 2008

29



Appendix V

2nd Fiscal Quarter Condensed Consolidated Statements of Operations

(\$ thousands, unaudited)

	2008	2007	2006	2005
Sales	\$ 81,894	\$ 74,239	\$ 57,051	\$ 54,731
Gross Profit	25,346 30.9%	24,389 32.9%	16,023 28.1%	13,938 25.5%
MEA Expense	17,378 21.2%	14,528 19.6%	11,489 20.1%	11,261 20.6%
Interest Expense	825	824	399	291
Misc. Exp/(Inc)	179	(248)	(47)	185
Pretax Earnings	6,964	9,285	4,182	2,201
Income Taxes	2,729	3,573	1,671	1,045
Minority Interest	(26)	(42)	(22)	(43)
Net Earnings	\$ 4,209	\$ 5,670	\$ 2,489	\$ 1,113
EBITDA	\$ 9,568	\$ 11,991	\$ 5,963	\$ 3,764
DILUTED EPS	\$ 0.37	\$ 0.48	\$ 0.21	\$ 0.10

May 1, 2008

30

Appendix VI

1st Fiscal Quarter Condensed Consolidated Statements of Operations

(\$ thousands, unaudited)	2008	2007	2006	2005
Sales	\$ 73,613	\$ 65,774	\$ 49,577	\$ 45,382
Gross Profit	23,851 32.4%	20,313 30.9%	14,404 29.1%	11,652 25.7%
MEA Expense	14,694 20.0%	13,652 20.8%	10,147 20.5%	9,509 21.0%
Interest Expense	744	643	316	219
Misc. Exp/(Inc)	(5)	(80)	(54)	(44)
Pretax Earnings	8,418	6,098	3,995	1,968
Income Taxes	3,237	2,377	1,466	866
Minority Interest	(75)	(49)	(43)	(25)
Net Earnings	<u>\$ 5,106</u>	<u>\$ 3,672</u>	<u>\$ 2,486</u>	<u>\$ 1,077</u>
EBITDA	\$ 10,842	\$ 8,136	\$ 5,585	\$ 3,399
DILUTED EPS	\$ 0.44	\$ 0.31	\$ 0.21	\$ 0.09

May 1, 2008

31

Appendix VII

Marketing, Engineering & Administrative Expenses (ME&A)

	Qtr 3	YTD
FY 2007 ME&A Expenses	\$ 15,913	\$ 44,093
<i>% of sales</i>	18.4%	19.5%
Significant Year-over-Year Variances:		
<i>Decrease in Stock Based Comp Expense</i>	(2,318)	(1,552)
<i>Impact of Foreign Currency Translation</i>	869	1,947
<i>Increase in Corporate IT/ERP Implementation Expenses</i>	281	1,263
<i>Special Projects/Professional Services</i>	57	412
<i>Lower Domestic Pension Expenses</i>	(134)	(431)
<i>All Other (primarily inflationary increases in salaries & wages)</i>	301	1,309
	(944)	2,948
FY 2008 ME&A Expenses	\$ 14,969	\$ 47,041
<i>% of sales</i>	17.4%	19.5%

May 1, 2008

32

Appendix VIII

Fiscal Year Condensed Consolidated Statements of Operations

(\$ thousands, per Form 10-K)	2007	2006	2005	2004
Sales	\$ 317,200	\$ 243,287	\$ 218,472	\$ 186,089
Gross Profit	102,909 32.4%	74,390 30.6%	57,420 26.3%	48,285 25.9%
MEA Expense	63,267 19.9%	49,606 20.4%	44,666 20.4%	37,168 20.0%
Restructuring	2,652	-	2,076	-
Interest Expense	3,154	1,718	1,134	1,078
Misc. Exp/(Inc)	(493)	14	52	(593)
Pretax Earnings	34,329	23,052	9,492	10,632
Income Taxes	12,273	8,470	2,485	4,964
Minority Interest	(204)	(129)	(97)	(25)
Net Earnings	<u>\$ 21,852</u>	<u>\$ 14,453</u>	<u>\$ 6,910</u>	<u>\$ 5,643</u>
EBITDA	\$ 44,531	\$ 30,507	\$ 16,206	\$ 17,377
DILUTED EPS	\$ 1.84	\$ 1.22	\$ 0.59	\$ 0.50

May 1, 2008

33

Appendix IX

FY 2007 Financial Highlights — versus fiscal year 2006

- **Record Sales >> \$317 million**
 - 30% revenue growth; 17% after BCS
 - Strong demand from oilfield, military and marine markets
- **Gross margins remain >30% 32.4% (+180 bps)**
- **Net Earnings >> \$22 million (+51%)**
- **FY end Backlog >> \$110 million record**

May 1, 2008

34



Appendix X

Impact of Significant Items — Fiscal Year 2007

	Diluted		Diluted	
	Qtr 4	EPS Impact	Full Year	EPS Impact
FY 2007, as reported	\$ 5,001	\$ 0.42	\$ 21,852	\$ 1.84
Significant Items (after-tax impact):				
<i>Intangible Asset Write-off</i>	366	\$ 0.03	366	\$ 0.03
<i>Restructuring</i>	1,751	\$ 0.15	1,751	\$ 0.15
<i>BCS Purchase Acctg Adj.</i>	-	\$ -	733	\$ 0.06
<i>R&D Tax Project</i>	(877)	\$ (0.08)	(1,077)	\$ (0.09)
	<u>1,240</u>	<u>\$ 0.10</u>	<u>1,773</u>	<u>\$ 0.15</u>
FY 2007, as adjusted	\$ 6,241	\$ 0.52	\$ 23,625	\$ 1.99
Additional Items (after-tax impact):				
<i>Stock Based Comp Expense</i>	740	\$ 0.06	1,347	\$ 0.12

May 1, 2008

35