

TWIN DISC INC  
Form 8-A12B  
May 01, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM 8-A/A

(Amendment No. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-7635

TWIN DISC, INCORPORATED  
(Exact Name of Registrant as Specified in its Charter)

WISCONSIN  
(State or Other Jurisdiction  
of Incorporation or Organization)

39-0667110  
(IRS Employer  
Identification Number)

1328 Racine Street, Racine, Wisconsin

53403

(Address of Principal Executive Offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

PREFERRED STOCK PURCHASE  
RIGHTS

THE NASDAQ STOCK MARKET

(Pursuant to Rights Agreement  
dated December 20, 2007, as  
amended May 1, 2012)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following.  \_ \_

Securities Act registration statement file number to which this form relates: Not Applicable (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

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(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

Amendment to Rights Agreement

Effective May 1, 2012, Twin Disc, Incorporated (the "Company") and Computershare Shareowner Services, LLC (the "Rights Agent") entered into the First Amendment to the Rights Agreement (the "Rights Agreement") by and between the Company and the Rights Agent. The Rights Agreement as originally adopted on December 20, 2007, is attached hereto as Exhibit 4.1. The First Amendment to the Rights Agreement revises the definition of "Acquiring Person" by increasing from 15% to 20% the amount of common stock of the Company that a person (other than an "Existing Holder" as defined in the Rights Agreement) must own before becoming an Acquiring Person. In all other material respects, the Rights Agreement remains unchanged.

The foregoing description of the First Amendment to the Rights Agreement is qualified in its entirety by reference to the text of the First Amendment, which is filed as Exhibit 4.2 hereto.

Item 2. Exhibits.

4.1 Rights Agreement dated as of December 20, 2007 by and between the Company and Mellon Investor Services, LLC, as Rights Agent, which includes the Form of Certificate Of Designations, Preferences and Rights of Series A Junior Preferred Stock of Twin Disc, Incorporated as Exhibit A, the Form of Rights Certificate as Exhibit B, and the Summary of Right to Purchase Preferred Shares as Exhibit C (Incorporated by reference to Exhibit 4.1 of the Company's Form 8-K dated December 20, 2007, File No. 001-07635).

4.2 First Amendment to the Rights Agreement, effective as of May 1, 2012, between Twin Disc, Incorporated and Computershare Shareowner Services, LLC (Incorporated by reference to Exhibit 4.1 of the Company's Form 8-K dated May 1, 2012, File No. 001-07635).

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 1, 2012

Twin Disc, Incorporated

/s/ THOMAS E. VALENTYN

Thomas E. Valentyn

General Counsel & Secretary

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