ANNUAL REPORT 2014

MG Bryan, Dallas, Texas, has just introduced a new line of high-horsepower, high-pressure pumping units incorporating Twin Disc's TA90-8501 power-shift transmission with integral torque converter for maximum productivity in hydraulic fracturing.

This Couach 2800 Open (91 feet/28 meters) achieves 40 knots and nimble maneuvering from twin 2400-hp (1790-kW) MTU engines and a contingent of Twin Disc products including Arneson ASD15 Surface Drives™, trim tabs, thrusters and Rolla™ Propellers.

TWIN DISC, INCORPORATED

IS AN INTERNATIONAL MANUFACTURER AND DISTRIBUTOR OF HEAVY-DUTY OFF-HIGHWAY POWER TRANSMISSION EQUIPMENT.

Company engineers work hand-in-hand with customers and engine manufacturers to design products with characteristics unique to their specific applications. Twin Disc supplies the commercial, pleasure craft and military segments of the marine market with transmissions, surface drives, electronic controls, propellers and boat management systems. Its off-highway transmission products are used in agricultural, all-terrain specialty vehicle and military applications.

Twin Disc also sells industrial products such as power take-offs, mechanical, hydraulic and modulating clutches and control systems to the agricultural, environmental and energy and natural resources markets. The Corporation, which is a multinational organization headquartered in Racine, Wisconsin, currently has a diverse shareholder base with approximately one-third of the outstanding shares held by management, active and retired employees and other long-term investors.

FINANCIAL HIGHLIGHTS

	2014	2013	2012
Net Sales	$263,909	$285,282	$355,870
Net Earnings	3,644	3,882	26,743
Basic Earnings Per Share	0.32	0.34	2.34
Diluted Earnings Per Share	0.32	0.34	2.31
Dividends Per Share	0.36	0.36	0.34
Average Shares Outstanding For The Year	11,258,342	11,304,280	11,409,467
Diluted Shares Outstanding For The Year	11,264,421	11,377,091	11,555,561

In thousands of dollars except per share and shares outstanding statistics.

COVER: This restored 1942 Higgins boat, a World War II and likely Normandy Invasion survivor, held an esteemed position in the June 6, 2014, tribute to D-Day's 70th anniversary. Twin Disc marine transmissions were on some 20,000 Higgins boats, including the estimated 800 to 1000 the Allies used to storm the beaches of Normandy.

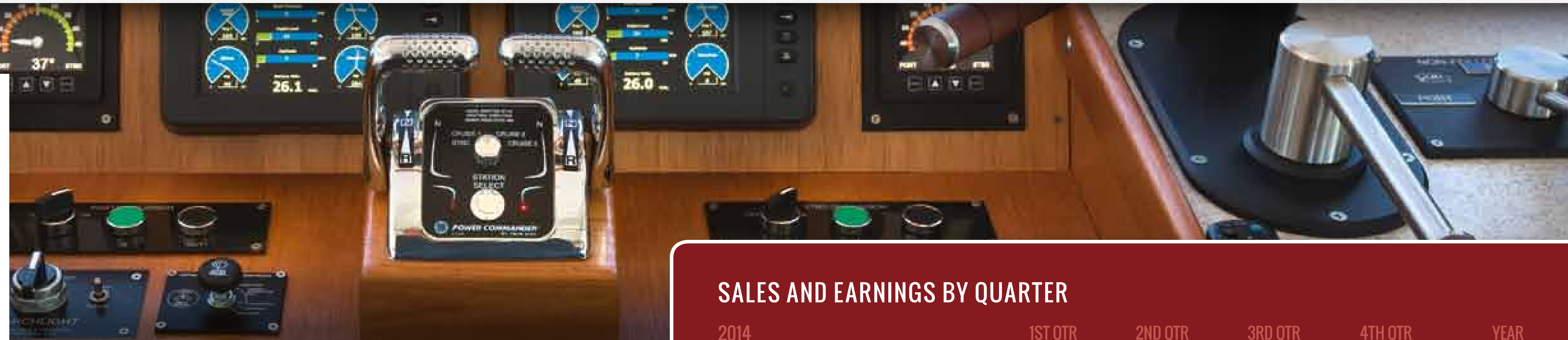
The owner and restorer of the boat Hugues Eliard was driving along a Normandy canal 12 years ago when he spotted a curious shape embedded in the river's mud. Upon further scrutiny he recognized the object to be the rotting hulk of a WWII-era Higgins boat. Over the next dozen years he meticulously restored the craft and proudly operated it in the recent D-Day commemoration.

In the early 1930s, Andrew Higgins designed and built the shallow-draft, barge-like boats to operate in Louisiana swamps and marshes to extract felled trees for his timber business. In the late 30s the U.S. Navy and Marine Corp. adopted the boat as a Landing Craft, Vehicle, Personnel (LCVP). Higgins Industries and licensees built more than 20,000 of the landing craft.

They were built of plywood with a steel ramp door. Despite their small size (36' long with a 10' beam), the boat could carry 36 men or a jeep and 12 men, or 8000 pounds of cargo.

The boat was propelled by a 225-hp (168-kW) Gray Marine diesel engine or a Hall-Scott 250-hp (186-kW) gasoline engine, with either engine working through a Twin Disc marine transmission.

Twin Disc-equipped Higgins boats served extensively in WWII amphibious landings in both European and Pacific theaters.



SALES AND EARNINGS BY QUARTER

2014	1ST QTR	2ND QTR	3RD QTR	4TH QTR	YEAR
Net Sales	$66, 426	$63,212	$60,705	$73,566	$263,909
Gross Profit	20,667	18,544	16,528	21,515	77,254
Net Earnings	1,277	518	(475)	2,324	3,644
Basic Earnings Per Share	0.11	0.05	(0.04)	0.20	0.32
Diluted Earnings Per Share	0.11	0.05	(0.04)	0.20	0.32
Dividends Per Share	0.09	0.09	0.09	0.09	0.36
Stock Price Range (High – Low)	27.32 – 22.67	29.00 – 24.16	27.88 – 18.67	34.34 – 23.41	34.34 – 18.67
2013					
Net Sales	$68,793	$72,325	$68,232	$75,932	$285,282
Gross Profit	19,416	22,311	17,674	20,624	80,025
Net Earnings	1,231	3,360	(757)	48	3,882
Basic Earnings Per Share	0.11	0.30	(0.07)	0.00	0.34
Diluted Earnings Per Share	0.11	0.29	(0.07)	0.00	0.34
Dividends Per Share	0.09	0.09	0.09	0.09	0.36
Stock Price Range (High – Low)	22.41 – 17.88	18.27 – 13.70	27.72 – 16.92	26.02 – 20.58	27.72 – 13.70

In thousands of dollars except per share and stock price range statistics.

TO OUR SHAREHOLDERS

Fiscal 2014 was not the year that we had anticipated, as the sluggish market dynamics of 2013 have persisted much longer than expected. Most markets continued well below peak levels, and the North American oil and gas equipment manufacturers were still burdened with excess inventory.

It also remained a year of transition as we implemented the new organizational structure announced at the end of fiscal 2013, our new plant in India achieved full production capability, and export sales continued to grow as a percentage of our overall sales.

FINANCIAL RESULTS

Sales into our Asian and European markets remained essentially flat year-over-year. The difference, though, was that sales into Asia remained historically high, with the China market topping $30 million alone, while Europe remained historically low. The difference versus fiscal 2013 was sales into the North American markets, which fell 15%.

Looking at our product markets, we had some carryover of transmission and industrial sales from our record fiscal 2012 into fiscal 2013, which was also a record year for our marine sales, but that momentum did not exist in fiscal 2014, and sales fell 7.5% year-over-year.

Oil and gas shipments to Asia continued at a high level, and the majority of our commercial marine markets remained strong, especially the larger offshore crew boat builders. Most of the marine weakness occurred in the lower horsepower sector, whether in Europe, North America or Asia.

Florida Marine Transporters' 90-foot (27-meter) vessel *Capt. Troy J. Hotard*, with its twin Caterpillar 1500-hp (1119-kW) engines driving through Twin Disc MGX-5600 QuickShift® marine transmissions, transports petroleum products on the Illinois River.

Chinese oil and gas giant Sinopec utilizes JiangHan Downhole with its Twin Disc 8500 transmission system-equipped trucks to perform fracturing operations in rugged shale gas fields in the Sichuan Basin. ▶

On a brighter note, most of our product markets improved sequentially through the fiscal quarters, both in terms of shipments and new orders, and our backlog increased the last three quarters, including new transmission system orders for the North American oil and gas market. Additionally, there were a lot of new orders in the second half of the year for our Express Joystick System® (EJS®) and its cousin: Cat's® Three60 Precision Control System, as select pleasure craft builders used the system's differentiating features to separate themselves from their competition.

Net earnings for the year were $3.6 million, or $0.32 per share, compared to $3.9 million, or $0.34 per share a year ago. As you recall, the timing of the restructuring negotiations at our Belgian facility could not be completed in fiscal 2013. As a result, a charge of $1.077 million, or $0.09 per diluted share, was taken in the first fiscal quarter of fiscal year 2014. Both fiscal 2013 and 2014 had similar earnings trends in that we had strong first quarters, moderating second quarters, sluggish third quarters and improving fourth quarters. The momentum, though, that we saw in the fourth quarter with respect to orders and shipments for our North American oil and gas customers gives management a lot more optimism than we had a year ago.

OPERATIONS REVIEW

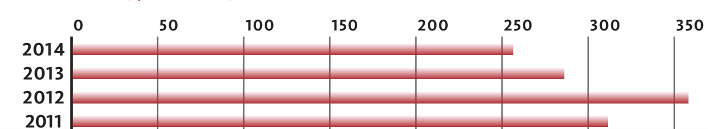
Despite the lower sales levels in fiscal 2014, gross margins improved from 28.1% in fiscal 2013 to 29.3%. Both a better mix of products in all product areas and improved plant efficiency drove the improvement. While gross margins improved, we continue to look for ways to increase factory utilization, primarily in Europe where we still have excess capacity and rely less on the government-supported rolling layoff plans.

Total year marketing, engineering and administrative (ME&A) spending decreased 0.7%, or $490k, over year ago levels, from $67.9 million, or 23.8% of sales, to $67.4 million, or 25.5% of sales. The decrease would have been greater had it not been for some one-time charges, both in the first and fourth quarters, that did not reflect management's continued effort to operate more efficiently without sacrificing new product development or service to our customers.

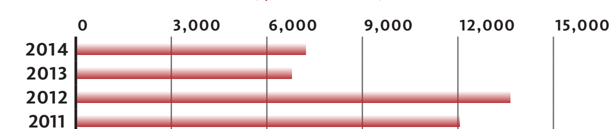
LEFT - The glass Kevlar®/carbon-hulled Couach Hornet 1300 (42 feet/13 meters) can attain 52 knots with its twin MAN 800-hp (597-kW) engines working through Twin Disc QuickShift® marine transmissions to drive Arneson ASD11 Surface Drives™ with Twin Disc trim tabs and Rolla™ Propellers.

RIGHT - The 90-foot (27-meter) *James Dale Robin*, another of Florida Marine Transporters' large fleet of push boats working the inland rivers system, relies on the power of twin Caterpillar 1500-hp (1119-kW) engines and the reliability and control of Twin Disc MGX-5600 QuickShift® marine transmissions to shepherd assemblages of heavy, unwieldy barges to their destinations.

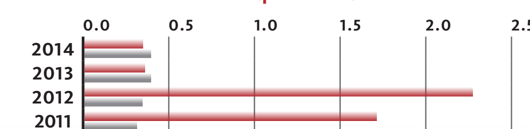
NET SALES ($ millions)



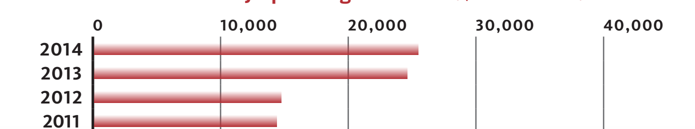
CAPITAL EXPENDITURES ($ thousands)



NET EARNINGS DILUTED (per share)/DIVIDENDS



NET CASH PROVIDED by operating activities ($ thousands)



JOHN H. BATTEN
President, Chief Executive Officer

OUTLOOK

The macro economic forecasts for Europe, the United States and the emerging economies continue to suggest slow or moderating growth. Against this backdrop, the fiscal 2015 outlook of all our product areas continues to improve, especially in our transmission and industrial areas but also in marine, where we have some increased pleasure craft activity. As mentioned earlier, the backlog improved the last three quarters of the year, rising 15% in the fourth quarter alone, driven by our North American oil and gas customers. New transmission system orders for these customers were essentially absent for two years as they worked down their excess inventory. Increased productivity and a shift away from horizontal shale gas drilling extended the life of the units in the field.

While the new order improvement is not like what we saw in 2010, it is a marked improvement over 2012 and 2013, and when combined with a stable demand from China, it will provide a better base of business in the next twelve to eighteen months. Project backlogs at our global marine customers also give us confidence that we will have another strong shipment year. In our industrial area, we are poised to have the most rollouts of new products, both in newer hydraulic clutch and mechanical clutch technology, that we have had in a long time.

As always, we are working on innovative product and market development projects that will enhance our revenue and earning prospects in the future.

You may have noticed the cover of the annual report. 2014 marked the 70th anniversary of D-Day and a time for us to reflect on the impact that World War II had on us as a company. Prior to the war, we were essentially a supplier to the domestic agricultural, construction and boat-building OEMs in the Midwest. Our design and production efforts to support the Higgins landing craft forever changed Twin Disc. Most of the 20,000+ LCVPs never made it back to the United States after the war. They stayed in Southeast Asia, Australia and Europe where they were put into commercial service as small crew/supply boats or the stripped power was reused in new fishing boats. Almost over night we had global customers. Operations in Belgium, Australia and Singapore followed as we, too, "emigrated" to support the product. Today, well over half of our sales are export, and more than half of our employees reside outside of the United States, yet more than two-thirds of our manufacturing remains at our Racine, Wisconsin, facility. Continued capital spending focused on increased quality, flexibility, and cost reductions, combined with a workforce committed to our core competencies and culture, has made this possible. While we very much remain a "midwestern" company, our markets continue to take us around the world for new growth opportunities.

In 2014 alone, we handed out 56 service awards for 40 years of service: 2,240 years. Many of these employees had fathers who served during the war and take great pride in our effort with the Higgins boat. In their forty years of service with us, they have experienced a lot of changes and encountered many challenges. Their steadfastness and loyalty remain a stabilizing and calming influence on our younger employees. Global macro economic and geopolitical issues seem to change daily, but our employees remain ready to face any challenge and to deliver the best result possible despite the outside factors.

Finally, we would like to take this opportunity to thank Michael Batten, who retired as Chief Executive officer last October, for his forty-three years of tireless service to the Company, which included thirty years as our much admired and respected CEO. While he may not be active in day-to-day operations anymore, we are grateful that he remains Chairman of the Board and fully engaged in our long-term and strategic planning.

MICHAEL E. BATTEN
Chairman of the Board

▲ Manufacturers of high-end yachts, offshore racing boats and speed-needy interdiction and patrol craft rely on the potent performance of Twin Disc marine product family members QuickShift® transmissions, Arneson Surface Drives™ and Rolla™ Propellers.

INDUSTRIAL
TRANSMISSIONS

The global market for Twin Disc's high-horsepower transmissions for pressure-pumping applications essentially was flat year-over-year. In North America, new rig construction continued to languish throughout most of the fiscal year, with a modest increase of activity in the final quarter. We anticipate this increase in activity to continue in fiscal 2015, as oil and gas surpluses draw down and production resumes at a higher level.

In Europe, we observed a slight up-tick in pressure-pumping activity in response to tension between Russia and Ukraine. Europe imports about one-third of its natural gas from Russia, which could, depending on geopolitical dynamics, shut down critical pipelines. Europe does have shale reserves of its own that may be more aggressively tapped if natural gas shortages result from the Ukraine situation, and Europe recognizes the need to wean itself from Russian oil and gas. Over the long term we would expect this to translate into growth opportunities for Twin Disc pressure-pumping products.

These new MG Bryan fracturing units equipped with MTU 2500-hp (1865-kW) diesel engines and Twin Disc TA9-8501 power-shift transmission systems are operated by Basic Energy Services on a well site near Ada, Oklahoma.

LEFT - World-class and world-leading ARFF manufacturer Rosenbauer uses Twin Disc all-wheel-drive power-shift transmission systems on their 6 x 6 Stinger vehicles to meet the acceleration and fire-fighting criteria any airport might require.

RIGHT - JiangHan Downhole Service Company provides fracturing operations for Sinopec Corp. using SJ Petroleum trucks equipped with MTU 3000-hp (2237-kW) engines working through the Twin Disc 8500 transmission system to extract shale gas in the Jiaoshiba Oilfield near Fuling in Chongqing, China.

© ROSENBAUER

In Asia, shipments for our high-horsepower transmissions remained flat versus fiscal 2013. Although not expected to continue its earlier growth trend in the near term, the developing market in China has provided Twin Disc with a global diversity in oil and gas applications that did not exist a few years ago. Long term, we remain optimistic about the prospects for an increased number of fracturing rig installations and resulting orders for our products worldwide.

Globally, the Airport Rescue and Fire Fighting (ARFF) market remained steady, with minimal growth, in fiscal 2014. We are excited about the potential of our new 4000 Series ARFF transmission prototypes currently being tested in the field. They will offer OEMs a more compact, lighter and faster accelerating transmission system. And, as was anticipated with the winding down of two wars, our legacy XT military business declined by 50% during the fiscal year and is expected to remain at the same level for the next few years.

Danger Rotating Shaft

INDUSTRIAL
PRODUCTS

Independent irrigation contractor Allen Morrison out of Tupelo, Arkansas, knows that the down-to-earth reliability of Twin Disc TD C110HP3 PTOs, such as this one putting a Deutz 95-hp (71-kW) diesel engine to work, is what makes them the most popular clutches in the land. ▶

European and North American sales of our industrial product family, including clutches, pump drives and PTOs, declined by about 10% compared to last year. Only Hydraulic PTOs manufactured in our Twinsa facility showed a year-over-year increase. The reduction in product sold to the North American oil and gas market can be attributed significantly to the diminished production activity there. In Europe, the general economic malaise curtailed equipment builds that would have incorporated our products.

Worldwide, we are increasingly involved in the development of new applications in mining, forestry and rail equipment.

While demand for our traditional mechanical clutch products moderated during the year, we continued our product development in our hydraulic clutch power take-off line (HPTO), and plan to introduce two new models in the HP1200 line with expanded features and benefits. Additionally, our engineers developed a retrofittable actuator for our SP line of PTO clutches allowing for remote operation.

▲ Twin Disc industrial products such as torque converters, pump drives, air clutches and hydraulic and mechanical PTOs bring rugged, reliable performance to hard-working machines serving in critical everyday situations.

COMMERCIAL MARINE

LEFT - Built for speed and security by Penguin International Limited, Singapore, the FLEX-40SL multi-role, 131-foot (40-meter), aluminum-hulled *MV Ashley* achieves 27 knots with its three 1350-hp (1007-kW) Cummins engines driving through MGX-6690SC QuickShift® transmissions complemented by an impressive array of Twin Disc products including EC300 controls, Twin Disc shafts, rudders and Rolla™ submerged propellers.

RIGHT - Twin Disc's northern Europe distributor ESCO's customer Penn Ar Bed operates the 115-foot (35-meter) *Enez Sun*, equipped with twin CAT® 1810-hp (1350-kW) engines driving through Twin Disc MGX-6848SC QuickShift® transmissions with three-station EC300 controls, to cope with the often tumultuous Atlantic Ocean to transport tourists, residents and business travelers and goods between Audierne, France, and the Ile de Sein.

The global commercial marine market continued to show signs of overall good health. The North American demand for both offshore and inland waterway high-horsepower vessels remained strong, due in no small part to the transportation of oil- and gas-related materials and products.

The market in Asia was mixed. In Indonesia, we saw a slowdown in the build of coal tows/tugs due to the weak rupiah, soft coal prices resulting from lower demand from China, and the recent Indonesian election. We expect to see improvements in fiscal 2015 as construction activities rebound and the election is concluded.

Overall, the offshore vessel market has been buoyant as demand for crew boats and Anchor Handling Tug Supply boats (AHTS) has been strong. While we have had a steady stream of smaller projects, larger patrol boat projects in China did not materialize or have been delayed due to the reorganization of agencies. Nevertheless, we expect to see demand improvements in 2015 as these projects re-emerge. We are pleased to have maintained our leadership position in the crew boat sector in Asia, and are adding to our product offering with the introduction of shafting, electronic controls and propellers. We continue to promote our thruster and steering solutions to this sector, as well.

The European commercial marine market continued to suffer this past twelve-month period due to economic uncertainty and cutbacks in infrastructure investment by local governments. Although some major ports have seen modest growth in harbor traffic, overall port activity has been rather low. Traffic on inland waterways is showing some signs of recovery, albeit gradual. Demand for commercial fishing vessels is virtually at a standstill.

While market fluctuations have occurred and will continue, the overall European commercial craft market is expected to return to past levels in the long term. The future for Twin Disc remains positive as wind farms and offshore industry continues to evolve.

Emphasis continues to be placed on emissions control, driving increasing numbers of customers to search out hybrid solutions, LNG rather than diesel oil, and diesel electric propulsion.

Shipments into our patrol boat markets deteriorated slightly year-over-year. While the North American market for patrol and municipal vessels has declined, demand for Fast Interceptor Craft is being driven higher by anti-terrorism and anti-piracy policy in African and Middle Eastern Countries. And the need for speed continues to increase — 50 knots is essentially the minimum requirement. Mandate for these fast patrol vessels provides opportunity for Twin Disc package sales, including Arneson Surface Drives™ and Rolla™ Propellers, recognized as the premier products in the high-speed patrol segment. Our engineers are continuing to develop control and system features to separate them further from the competition.

New construction in the medium-size range of patrol craft (70' to 80') has provided additional opportunity for our QuickShift® transmission, steering gear and Rolla™ Propellers. Plus, demand in the 85' to 195' range of off shore vessels remains steady. Strengthening of border protection in the Pacific region has driven an increasing number of government patrol vessel projects. QuickShift® transmission systems have been progressively popular in oil and gas support vessels, because of their amazing fast and smooth response resulting in superior vessel control.

Barge traffic on our inland river system has effectively become a petroleum pipeline via vessels such as Florida Marine's 90-foot (27-meter) push boat Christie Deutsch transporting petroleum-laden barges between Beaumont and Houston, Texas, with the power and reliability of twin Caterpillar 2400-hp (1790 kW) engines driving through Twin Disc MG-5600 marine transmissions.

PLEASURE CRAFT MARKET

This Viking 62, with its twin Caterpillar 1900-hp (1417-kW) engines driving through Twin Disc MGX-6599A QuickShift® marine transmissions, has the added dimension of precision positioning with its Cat® Three60 control system with station keeping. The Cat Three60 system is Twin Disc's brand Express Joystick System® (EJS®) with Express Positioning®.

The global pleasure craft market remains weak overall, with the exception of the Pacific region, where improved optimism has driven a 20% growth in new builds, and we have had continued success with our Express Joystick System® (EJS®), particularly on larger yachts.

The North American pleasure craft market remains relatively weak and is expected to be frail for the foreseeable future. However, our partnership with CAT® and its Three60 Precision Control System [incorporating our Express Joystick System® (EJS®)] has allowed us to gain some market share, and this partnership has positioned us for growth when the market does make a rebound. The Asian pleasure craft market also remains fragile, but the long-term, local demand in the region is expected to grow moderately, while the European market for smaller craft continues to shrink. In the short term, we remain optimistic about the opportunities for success in selling our Boat Management systems. While the low- and middle-size range (i.e., less than 80 ft) of the European yacht market has lost 75% of its volume since 2006/07, we are beginning to see an increase in new construction of the larger size hulls. The market for fast yachts has all but disappeared, taking with it European demand for surface drives and water jets.

Twin Disc bow and stern thrusters are integral to the precision maneuvering and station-keeping capabilities of the revolutionary Twin Disc Express Joystick System® (EJS®) and linked Express Positioning®.

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended June 30, 2014
Commission File Number 1-7635

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

Wisconsin	**39-0667110**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)
1328 Racine Street, Racine, Wisconsin	**53403**
(Address of Principal Executive Office)	(Zip Code)

(262) 638-4000
Registrant's Telephone Number, including area code

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

Title of each class	Name of each exchange on which registered:
Common stock, no par	**The NASDAQ Stock Market, LLC**
Preferred stock purchase rights	**The NASDAQ Stock Market, LLC**

Securities registered pursuant to Section 12(g) of the Act:
None
(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [ ] No [√]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes [ ] No [√]

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [√] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes [√] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10 K or any amendment to this Form 10 K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).
Large Accelerated Filer [ ] Accelerated Filer [√] Non-accelerated Filer [ ] Smaller Reporting Company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No [√]

At December 27, 2013, the last business day of the registrant's second fiscal quarter, the aggregate market value of the common stock held by non-affiliates of the registrant was $219,875,647. Determination of stock ownership by affiliates was made solely for the purpose of responding to this requirement and registrant is not bound by this determination for any other purpose.

At August 16, 2014, the registrant had 11,282,815 shares of its common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:
Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which will be filed pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report, are incorporated by reference into Part III.

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FOR THE YEAR ENDED JUNE 30, 2014

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PART I

ITEM 1. BUSINESS

Twin Disc was incorporated under the laws of the state of Wisconsin in 1918. Twin Disc 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 controls 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. The products described above have accounted for more than 90% of revenues in each of the last three fiscal years.

Most of the Company's products are machined from cast iron, forgings, cast aluminum and bar steel which generally are available from multiple sources and which are believed to be in adequate supply.

The Company has pursued a policy of applying for patents in both the United States and certain foreign countries on inventions made in the course of its development work for which commercial applications are considered probable. The Company regards its patents collectively as important but does not consider its business dependent upon any one of such patents.

The business is not considered to be seasonal except to the extent that employee vacations are taken mainly in the months of July and August, curtailing production during that period.

The Company's products receive direct widespread competition, including from divisions of other larger independent manufacturers. The Company also competes for business with parts manufacturing divisions of some of its major customers. The primary competitive factors for the Company's products are design, technology, performance, price, service and availability. The Company's top ten customers accounted for approximately 41% of the Company's consolidated net sales during the year ended June 30, 2014. There was one customer, Sewart Supply, Inc., an authorized distributor of the Company, that accounted for 10% or more of consolidated net sales in fiscal 2014.

Unfilled open orders for the next six months of $66,102,000 at June 30, 2014, compares to $66,765,000 at June 30, 2013. Since orders are subject to cancellation and rescheduling by the customer, the six-month order backlog is considered more representative of operating conditions than total backlog. However, as procurement and manufacturing "lead times" change, the backlog will increase or decrease, and thus it does not necessarily provide a valid indicator of the shipping rate. Cancellations are generally the result of rescheduling activity and do not represent a material change in backlog.

Management recognizes that there are attendant risks that foreign governments may place restrictions on dividend payments and other movements of money, but these risks are considered minimal due to the political relations the United States maintains with the countries in which the Company operates or the relatively low investment within individual countries. No material portion of the Company's business is subject to renegotiation of profits or termination of contracts at the election of the Government.

Engineering and development costs include research and development expenses for new product development and major improvements to existing products, and other costs for ongoing efforts to refine existing products. Research and development costs charged to operations totaled $3,028,000, $3,058,000 and $2,657,000 in fiscal 2014, 2013 and 2012, respectively. Total engineering and development costs were $10,900,000, $10,242,000 and $10,316,000 in fiscal 2014, 2013 and 2012, respectively.

Compliance with federal, state and local provisions regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, is not anticipated to have a material effect on capital expenditures, earnings or the competitive position of the Company.

The number of persons employed by the Company at June 30, 2014, was 970.

A summary of financial data by segment and geographic area for the years ended June 30, 2014, 2013 and 2012 appears in Note J to the consolidated financial statements.

The Company's internet website address is www.twindisc.com. **The Company makes available free of charge (other than an investor's own internet access charges) through its website the Company's Annual Report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports, as soon as reasonably practicable after it electronically files such material with, or furnishes such material to, the United States Securities and Exchange Commission.** In addition, the Company makes available, through its website, important corporate governance materials. This information is also available from the Company upon request. The Company is not including the information contained on or available through its website as a part of, or incorporating such information by reference into, this Annual Report on Form 10-K.

ITEM 1A. RISK FACTORS

The Company's business involves risk. The following information about these risks should be considered carefully together with other information contained in this report. The risks described below are not the only risks the Company faces. Additional risks not currently known, deemed immaterial or that could apply to any issuer may also result in adverse results for the Company's business.

As a global company, we are subject to currency fluctuations and any significant movement between the U.S. dollar and the euro, in particular, could have an adverse effect on our profitability. Although the Company's financial results are reported in U.S. dollars, a significant portion of our sales and operating costs are realized in euros and other foreign currencies. The Company's profitability is affected by movements of the U.S. dollar against the euro and the other currencies in which we generate revenues and incur expenses. Significant long-term fluctuations in relative currency values, in particular a significant change in the relative values of the U.S. dollar or euro, could have an adverse effect on our profitability and financial condition.

Certain of the Company's products are directly or indirectly used in oil exploration and oil drilling, and are thus dependent upon the strength of those markets and oil prices. In recent years, the Company has seen a significant growth in the sales of its products that are used in oil and energy related markets. The growth in these markets has been spurred by the rise in oil prices and the global demand for oil. In addition, there has been a substantial increase in capital investment by companies in these markets. In fiscal 2009, a significant decrease in oil prices, the demand for oil and capital investment in the oil and energy markets had an adverse effect on the sales of these products and ultimately on the Company's profitability. While this market recovered to historically high levels in fiscal 2011 and 2012, the Company has experienced a softening in demand through fiscal 2013 and into fiscal 2014. The cyclical nature of the global oil and gas market presents the ongoing possibility of a severe cutback in demand, which would create a significant adverse effect on the sales of these products and ultimately on the Company's profitability.

Many of the Company's product markets are cyclical in nature or are otherwise sensitive to volatile or variable factors. A downturn or weakness in overall economic activity or fluctuations in those other factors could have a material adverse effect on the Company's overall financial performance. Historically, sales of many of the products that the Company manufactures and sells have been subject to cyclical variations caused by changes in general economic conditions and other factors. In particular, 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 demand for the products may be impacted by the strength of the economy generally, governmental spending and appropriations, including security and defense outlays, fuel prices, interest rates, as well as many other factors. Adverse economic and other conditions may cause the Company's customers to forego or otherwise postpone purchases in favor of repairing existing equipment.

In the event of an increase in the global demand for steel, the Company could be adversely affected if it experiences shortages of raw castings and forgings used in the manufacturing of its products. With the continued development of certain developing economies, in particular China and India, the global demand for steel has risen significantly in recent years. The Company selects its suppliers based on a number of criteria, and we expect that they will be able to support our growing needs. However, there can be no assurance that a significant increase in demand, capacity constraints or other issues experienced by the Company's suppliers will not result in shortages or delays in their supply of raw materials to the Company. If the Company were to experience a significant or prolonged shortage of critical components from any of its suppliers, particularly those who are sole sources, and could not procure the components from other sources, the Company would be unable to meet its production schedules for some of its key products and would miss product delivery dates which would adversely affect our sales, profitability and relationships with our customers.

If the Company were to lose business with any key customers, the Company's business would be adversely affected. Although there was only one customer, Sewart Supply, Inc., that accounted for 10% or more of consolidated net sales in fiscal 2014, deterioration of a business relationship with one or more of the Company's significant customers would cause its sales and profitability to be adversely affected.

The Company continues to face the prospect of increasing commodity costs, including steel, other raw materials and energy that could have an adverse effect on future profitability. To date, the Company has been successful with offsetting the effects of increased commodity costs through cost reduction programs and pricing actions. However, if material prices were to continue to increase at a rate that could not be recouped through product pricing, it could potentially have an adverse effect on our future profitability.

The termination of relationships with the Company's suppliers, or the inability of such suppliers to perform, could disrupt its business and have an adverse effect on its ability to manufacture and deliver products. The Company relies on raw materials, component parts, and services supplied by outside third parties. If a supplier of significant raw materials, component parts or services were to terminate its relationship with the Company, or otherwise cease supplying raw materials, component parts, or services consistent with past practice, the Company's ability to meet its obligations to its customers may be affected. Such a disruption with respect to numerous products, or with respect to a few significant products, could have an adverse effect on the Company's profitability and financial condition.

A significant design, manufacturing or supplier quality issue could result in recalls or other actions by the Company that could adversely affect profitability. As a manufacturer of highly engineered products, the performance, reliability and productivity of the Company's products is one of its competitive advantages. While the Company prides itself on putting in place procedures to ensure the quality and performance of its products and suppliers, a significant quality or product issue, whether due to design, performance, manufacturing or supplier quality issue, could lead to warranty actions, scrapping of raw materials, finished goods or returned products, the deterioration in a customer relationship, or other action that could adversely affect warranty and quality costs, future sales and profitability.

The Company faces risks associated with its international sales and operations that could adversely affect its business, results of operations or financial condition. Sales to customers outside the United States approximated 59% of our consolidated net sales for fiscal 2014. We have international manufacturing operations in Belgium, Italy, India and Switzerland. In addition, we have international distribution operations in Singapore, China, Australia, Japan, Italy, India and Canada. Our international sales and operations are subject to a number of risks, including:

– currency exchange rate fluctuations
– export and import duties, changes to import and export regulations, and restrictions on the transfer of funds
– problems with the transportation or delivery of our products
– issues arising from cultural or language differences and labor unrest
– longer payment cycles and greater difficulty in collecting accounts receivables
– compliance with trade and other laws in a variety of jurisdictions
– changes in tax law

These factors could adversely affect our business, results of operations or financial condition.

A material disruption at the Company's manufacturing facilities in Racine, Wisconsin, could adversely affect its ability to generate sales and meet customer demand. The majority of the Company's manufacturing, based on fiscal 2014's sales, came from its two facilities in Racine, Wisconsin. If operations at these facilities were to be disrupted as a result of significant equipment failures, natural disasters, power outages, fires, explosions, adverse weather conditions or other reasons, the Company's business and results of operations could be adversely affected. Interruptions in production would increase costs and reduce sales. Any interruption in production capability could require the Company to make substantial capital expenditures to remedy the situation, which could negatively affect its profitability and financial condition. The Company maintains property damage insurance which it believes to be adequate to provide for reconstruction of its facilities and equipment, as well as business interruption insurance to mitigate losses resulting from any production interruption or shutdown caused by an insured loss. However, any recovery under this insurance policy may not offset the lost sales or increased costs that may be experienced during the disruption of operations. Lost sales may not be recoverable under the policy and long-term business disruptions could result in a loss of customers. If this were to occur, future sales levels and costs of doing business, and therefore profitability, could be adversely affected.

Any failure to meet our debt obligations and satisfy financial covenants could adversely affect our business and financial condition. Beginning in 2008 and continuing into 2010, general worldwide economic conditions experienced a downturn due to the combined effects of the subprime lending crisis, general credit market crisis, collateral effects on the finance and banking industries, slower economic activity, decreased consumer confidence, reduced corporate profits and capital spending, adverse business conditions and liquidity concerns. While some recovery was seen in 2011 through 2014, these conditions made it difficult for customers, vendors and the Company to accurately forecast and plan future business activities, and caused U.S. and foreign businesses to slow spending on products, which delayed and lengthened sales cycles. These conditions led to declining revenues in several of the Company's divisions in fiscal 2009 and 2010. The Company's revolving credit facility and senior notes agreement require it to maintain specified quarterly financial covenants such as a minimum consolidated net worth amount, a minimum EBITDA, as defined, for the most recent four fiscal quarters of $11,000,000 and a funded debt to EBITDA ratio of 3.0 or less. At June 30, 2014, the Company was in compliance with these financial covenants. Based on its annual financial plan, the Company believes that it will generate sufficient Earnings Before Interest Taxes Depreciation and Amortization ("EBITDA") levels throughout fiscal 2015 in order to maintain compliance with its financial covenants. However, as with all forward-looking information, there can be no assurance that the Company will achieve the planned results in future periods especially due to the significant uncertainties flowing from the current economic environment. If the Company is not able to achieve these objectives and to meet the required covenants under the agreements, the Company may require forbearance from its existing lenders in the form of waivers and/or amendments of its credit facilities or be required to arrange alternative financing. Failure to obtain relief from covenant violations or to obtain alternative financing, if necessary, would have a material adverse impact on the Company.

The Company may experience negative or unforeseen tax consequences. The Company reviews the probability of the realization of our net deferred tax assets each period based on forecasts of taxable income in both the U.S. and foreign jurisdictions. This review uses historical results, projected future operating results based upon approved business plans, eligible carryforward periods, tax planning opportunities and other relevant considerations. Adverse changes in the profitability and financial outlook in the U.S. or foreign jurisdictions may require the creation of a valuation allowance to reduce our net deferred tax assets. Such changes could result in material non-cash expenses in the period in which the changes are made and could have a material adverse impact on the Company's results of operations and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Manufacturing Segment

The Company owns two manufacturing, assembly and office facilities in Racine, Wisconsin, U.S.A., one in Nivelles, Belgium, two in Decima, Italy, and one in Novazzano, Switzerland. The aggregate floor space of these six plants approximates 767,000 square feet. One of the Racine facilities includes office space, which includes the Company's corporate headquarters. The Company leases additional manufacturing, assembly and office facilities in Italy (Limite sull'Arno) and India (outsourcing office in Chennai and manufacturing facility in Kancheepuram).

Distribution Segment

The Company also has operations in the following locations, all of which are leased and are used for sales offices, warehousing and light assembly or product service:

Jacksonville, Florida, U.S.A.	Rock Hill, South Carolina, U.S.A.	Sydney, New South Wales, Australia
Medley, Florida, U.S.A.	Edmonton, Alberta, Canada	Singapore
Tampa, Florida, U.S.A.	Burnaby, British Columbia, Canada	Shanghai, China
Coburg, Oregon, U.S.A.	Limite sull'Arno, Italy	Guangzhou, China
Kent, Washington, U.S.A.	Brisbane, Queensland, Australia	
Chesapeake, Virginia, U.S.A.	Perth, Western Australia, Australia	

The Company believes its properties are well maintained and adequate for its present and anticipated needs.

ITEM 3. LEGAL PROCEEDINGS

Twin Disc is a defendant in several product liability or related claims of which the ultimate outcome and liability to the Company, if any, are not presently determinable. Management believes that the final disposition of such litigation will not have a material impact on the Company's results of operations, financial position or statement of cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

Executive Officers of the Registrant

Pursuant to General Instruction G(3) of Form 10-K, the following list is included as an unnumbered Item in Part I of this Report in lieu of being included in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 24, 2014.

Name	Position	Age
John H. Batten	President – Chief Executive Officer	49
Christopher J. Eperjesy	Vice President – Finance, Chief Financial Officer and Treasurer	46
Dean J. Bratel	Vice President – Americas	50
Denise L. Wilcox	Vice President – Human Resources	57
Jeffrey S. Knutson	Corporate Controller and Secretary	49

Officers are elected annually by the Board of Directors at the Board meeting held in conjunction with each Annual Meeting of the Shareholders. Each officer holds office until a successor is duly elected, or until he/she resigns or is removed from office.

John H. Batten, President – Chief Executive Officer. Effective November 1, 2013, Mr. Batten was named President – Chief Executive Officer. Prior to this promotion, Mr. Batten served as President and Chief Operating Officer since July 2008, Executive Vice President since November 2004, Vice President and General Manager – Marine and Propulsion since October 2001 and Commercial Manager – Marine and Propulsion since 1998. Mr. Batten joined Twin Disc in 1996 as an Application Engineer. Mr. Batten is the son of Mr. Michael Batten, Chairman of the Board of Directors.

Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Treasurer. Mr. Eperjesy joined the Company in his current role in November 2002. Prior to joining Twin Disc, Mr. Eperjesy was Divisional Vice President – Financial Planning & Analysis for Kmart Corporation since 2001, and Senior Manager – Corporate Finance with DaimlerChrysler AG since 1999.

Dean J. Bratel, Vice President - Americas. Mr. Bratel was promoted to his current role in June 2013 after serving as Vice President – Engineering (since November 2004), Director of Corporate Engineering (since January 2003), Chief Engineer (since October 2001) and Engineering Manager (since December 1999). Mr. Bratel joined Twin Disc in 1987.

Denise L. Wilcox, Vice President - Human Resources. After joining the Company as Manager Compensation & Benefits in September 1998, Ms. Wilcox was promoted to Director Corporate Human Resources in March 2002 and to her current role in November 2004. Prior to joining Twin Disc, Ms. Wilcox held positions with Johnson International and Runzheimer International.

Jeffrey S. Knutson, Corporate Controller and Secretary. Mr. Knutson was appointed Corporate Secretary in June 2013, and has been Corporate Controller since his appointment in October 2005 after joining the Company in February 2005 as Controller of North American Operations. Prior to joining Twin Disc, Mr. Knutson held Operational Controller positions with Tower Automotive (since August 2002) and Rexnord Corporation (since November 1998).

Michael E. Batten stepped down as Chief Executive Officer effective November 1, 2013, and retired from the employment of the Company effective December 31, 2013. Mr. Batten was been employed with the Company since 1970, and was named Chairman and Chief Executive Officer in 1991. Mr. Batten serves as non-executive Chairman of the Board of Directors.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

The Company's common stock is traded on the NASDAQ Global Select Market under the symbol TWIN. The price information below represents the high and low sales prices from July 1, 2012, through June 30, 2014:

Fiscal Year Ended June 30, 2014

	High	Low	Dividend
First Quarter	$27.32	$22.67	$0.09
Second Quarter	29.00	24.16	0.09
Third Quarter	27.88	18.67	0.09
Fourth Quarter	34.34	23.41	0.09

Fiscal Year Ended June 30, 2013

	High	Low	Dividend
First Quarter	$22.41	$17.88	$0.09
Second Quarter	18.27	13.70	0.09
Third Quarter	27.72	16.92	0.09
Fourth Quarter	26.02	20.58	0.09

For information regarding the Company's equity-based compensation plans, see the discussion under Item 12 of this report. As of August 19, 2014, shareholders of record numbered 580. The closing price of Twin Disc common stock as of August 19, 2014, was $33.06.

Issuer Purchases of Equity Securities

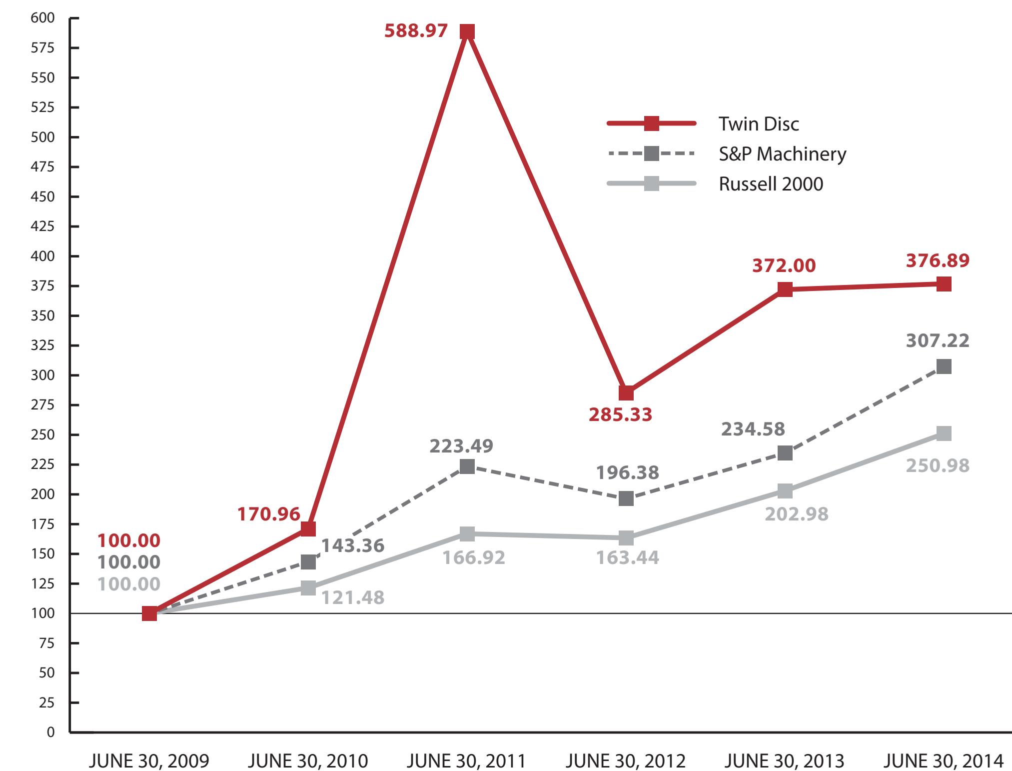
Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs
March 28, 2014–April 25, 2014	0	N/A	0	315,000
April 26, 2014–May 30, 2014	0	N/A	0	315,000
May 31, 2014–June 30, 2014	0	N/A	0	315,000
Total	0	N/A	0	315,000

On February 1, 2008, the Board of Directors authorized the purchase of up to 500,000 shares of Common Stock at market values, of which 250,000 shares were purchased during fiscal 2009 and 125,000 shares were purchased during fiscal 2012. On July 27, 2012, the Board of Directors authorized the purchase of an additional 375,000 shares of Common Stock at market values. This authorization has no expiration. During the second quarter of fiscal 2013, the Company purchased 185,000 shares under this authorization.

Performance Graph

The following table compares total shareholder return over the last five fiscal years to the Standard & Poor's 500 Machinery (Industrial) Index and the Russell 2000 index. The S&P 500 Machinery (Industrial) Index consists of a broad range of manufacturers. The Russell 2000 Index consists of a broad range of 2,000 companies. The Company believes, because of the similarity of its business with those companies contained in the S&P 500 Machinery (Industrial) Index, that comparison of shareholder return with this index is appropriate. Total return values for the Corporation's common stock, the S&P 500 Machinery (Industrial) Index and the Russell 2000 Index were calculated based upon an assumption of a $100 investment on June 30, 2009, and based upon cumulative total return values assuming reinvestment of dividends on a quarterly basis.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN
TWIN DISC, INCORPORATED; S&P MACHINERY; AND RUSSELL 2000



ITEM 6. SELECTED FINANCIAL DATA

Financial Highlights

(in thousands, except per share amounts)

	Fiscal years ended June 30,				
Statement of Operations Data:	**2014**	**2013**	**2012**	**2011**	**2010**
Net sales	$263,909	$285,282	$355,870	$310,393	$227,534
Net earnings attributable to Twin Disc	3,644	3,882	26,743	17,997	597
Basic earnings per share attributable to Twin Disc common shareholders	0.32	0.34	2.34	1.59	0.05
Diluted earnings per share attributable to Twin Disc common shareholders	0.32	0.34	2.31	1.57	0.05
Dividends per share	0.36	0.36	0.34	0.30	0.28
Balance Sheet Data (at end of period):					
Total assets	$266,985	$285,458	$303,832	$309,120	$259,056
Total long-term debt	14,800	23,472	28,401	25,784	27,211

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Note on Forward-Looking Statements

Statements in this report (including but not limited to certain statements in Items 1, 3 and 7) and in other Company communications that are not historical facts are forward-looking statements, which are based on management's current expectations. These statements involve risks and uncertainties that could cause actual results to differ materially from what appears here.

Forward-looking statements include the Company's description of plans and objectives for future operations and assumptions behind those plans. The words "anticipates," "believes," "intends," "estimates," and "expects," or similar anticipatory expressions, usually identify forward-looking statements. In addition, goals established by the Company should not be viewed as guarantees or promises of future performance. There can be no assurance the Company will be successful in achieving its goals.

In addition to the assumptions and information referred to specifically in the forward-looking statements, other factors, including, but not limited to those factors discussed under Item 1A, Risk Factors, could cause actual results to be materially different from what is presented in any forward looking statements.

Results of Operations

(In thousands)	2014	%	2013	%	2012	%
Net sales	$263,909		$285,282		$355,870	
Cost of goods sold	186,655		205,257		234,238	
Gross profit	77,254	29.3%	80,025	28.1%	121,632	34.2%
Marketing, engineering and administrative expenses	67,406	25.5%	67,899	23.8%	73,091	20.5%
Restructuring of operations	961	0.4%	708	0.2%	—	0.0%
Impairment charge	—	0.0%	1,405	0.5%	3,670	1.0%
Earnings from operations	$ 8,887	3.4%	$ 10,013	3.5%	$ 44,871	12.6%

Fiscal 2014 Compared to Fiscal 2013

Net Sales

Net sales for fiscal 2014 decreased 7.5%, or $21.4 million, to $263.9 million from $285.3 million in fiscal 2013. Compared to fiscal 2013, on average, Asian currencies weakened against the U.S. dollar more than offsetting a strengthening euro against the U.S. dollar. The net translation effect of this on foreign operations was to decrease revenues by approximately $2.2 million versus the prior year, before eliminations. The decrease in sales was primarily the result of lower demand from the Company's customers in North America and Europe, while sales to customers in Asia Pacific continued at record levels. Additionally, the severe winter weather throughout most of the U.S. and Canada, while difficult to quantify, impacted the performance of the supply chain causing some shipments to be delayed, and there was a general low level of order activity for both new units and spares during the cold winter months. Coming off a record year in fiscal 2013, commercial marine transmission system shipments were down in fiscal 2014. However, the Company continued to experience favorable demand trends from customers in Asia for both pressure pumping and commercial marine products as a result of overall economic growth in the region and market share gains. Towards the end of the third fiscal quarter and continuing into the fourth fiscal quarter, demand for pressure pumping transmission systems began increasing in North America, and the Company is hopeful that these recent trends will continue as the excess field inventory situation continues to improve. Sales to customers serving the global megayacht market remained near historical lows.

Sales at our manufacturing segment were down 7.3%, or $18.0 million, versus the same period last year. Compared to fiscal 2013, on average, the euro strengthened against the U.S. dollar. The net translation effect of this on foreign manufacturing operations was to increase revenues for the manufacturing segment by approximately $2.7 million versus the prior year, before eliminations. In the current fiscal year, the Company's North American manufacturing operation, the largest, experienced a 9% decrease in sales compared to fiscal 2013. The primary drivers for this decrease were lower sales of legacy military and airport rescue and fire fighting ("ARFF") transmission systems, and marine and propulsion systems for the global markets, only partially offset by increased shipments of aftermarket products. In the second half of fiscal 2014, the Company began to experience increased order and shipment activity for its transmission systems for the North American oil and gas market. The Company's Italian manufacturing operations, which have been adversely impacted by the softness in the European megayacht and industrial markets, experienced a sales decrease of 1.5% compared to the prior fiscal year. The Company's Belgian manufacturing operation, which also continued to be adversely impacted by the softness in the global megayacht market, experienced a brief strike at its facility in the first fiscal quarter. This operation saw a 12% decrease in sales versus the prior fiscal year, primarily driven by the continued softness in its markets and the temporary disruption experienced as a result of the strike in the first fiscal quarter. The Company's Swiss manufacturing operation, which supplies customized propellers for the global megayacht and patrol boat markets, experienced a 4% decrease in sales, primarily due to the timing of shipments for the global patrol boat and Italian megayacht markets.

Sales at our distribution segment were down 6.9%, or $9.0 million, compared to fiscal 2013. Compared to fiscal 2013, on average, the Asian currencies weakened against the U.S. dollar. The net translation effect of this on foreign distribution operations was to decrease revenues for the distribution segment by approximately $5.0 million versus the prior year, before eliminations. The Company's distribution operation in Singapore, its largest company-owned distribution operation, which continues to experience strong demand for marine transmission products for use in various commercial applications and pressure-pumping transmissions for the Chinese oil and gas market, experienced a less than 2% decrease in sales compared to the prior fiscal year. This operation acts as the Company's master distributor for Asia and continues to achieve near record results as the Company's products gain greater acceptance in the market. The Company's distribution operation in the Northwest of the United States and Southwest of Canada experienced a decrease in sales of 4.5%. In the prior fiscal year's first nine months, this operation experienced a 46% decrease in sales versus fiscal 2012 due to weakness in the Canadian oil and gas market as rig operators continued to adjust to the North American natural gas supply overhang and lower prices. The Canadian oil and gas market remained at depressed levels in fiscal 2014. The Company's distribution operation in Italy, which provides boat accessories and propulsion systems for the pleasure craft market, saw sales decrease slightly due to continued weakness in the global megayacht market. In fiscal 2013's fourth quarter, the Company committed to a plan to exit the third party distribution agreement of this operation and entered negotiations to sell the inventory back to the parent supplier. Those negotiations were completed in the third fiscal quarter of 2014. The Company's distribution operation in Australia, which provides boat accessories, propulsion and marine transmission systems for the pleasure craft market, saw an increase in sales of just over 12% from the prior fiscal year, driven by improved shipments in the Australian megayacht market over the prior fiscal year.

Net sales for the Company's largest product market, marine transmission and propulsion systems, were down 9.1% compared to the prior fiscal year. The majority of the decrease was experienced in the first half of fiscal 2014 as the Company experienced decreased demand in the global commercial marine market, which experienced record shipments in the prior fiscal year, and continued weakness in the global pleasure craft market. Sales of the Company's boat management systems manufactured at our Italian operation and servicing the global megayacht market were up approximately 5% versus the prior fiscal year, in spite of the European megayacht market continuing to experience softness in demand. In the off-highway transmission market, the year-over-year decrease of just over 2% can be attributed primarily to decreased legacy military and ARFF transmissions shipments, largely offset by shipments of the Company's pressure-pumping transmission systems to the Chinese oil and gas market. The decrease experienced in the Company's industrial products of just over 14% was due to decreased sales into the agriculture, mining and general industrial markets, primarily in the North American and Italian markets, as well as decreased activity related to oil field markets.

Geographically, sales to the U.S. and Canada represented 45% of consolidated sales for fiscal 2014 compared to 49% in fiscal 2013. Fiscal 2014 proved to be another milestone year for our global sales, as China continued to be our second largest end market, after the U.S, at 13% of consolidated sales in fiscal 2014, compared to 10% in fiscal 2013. Overall sales into the Asian Pacific market represented approximately 29% of sales in fiscal 2014, compared to just under 27% in fiscal 2013. See Note J of the Notes to the consolidated financial statements for more information on the Company's business segments and foreign operations.

The elimination for net intra-segment and inter-segment sales decreased $5.6 million, or 6.2%, from $90.7 million in fiscal 2013 to $85.1 million in fiscal 2014. Year-over-year changes in foreign exchange rates had a net favorable impact of $2.0 million on net intra-segment and inter-segment sales.

Gross Profit

In fiscal 2014, gross profit decreased $2.8 million, or 3.5%, to $77.3 million. Gross profit as a percentage of sales increased 120 basis points in fiscal 2014 to 29.3%, compared to 28.1% in fiscal 2013. The table below summarizes the gross profit trend by quarter for fiscal years 2014 and 2013:

Gross Profit *($ millions)*	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year
2014	$20.7	$18.6	$16.5	$21.5	$ 77.3
2013	$19.4	$22.3	$17.7	$20.6	$ 80.0
Percentage of Sales					
2014	31.1%	29.3%	27.2%	29.2%	29.3%
2013	28.2%	30.8%	25.9%	27.2%	28.1%

There were a number of factors that impacted the Company's overall gross margin rate in fiscal 2014. Gross margin for the year was unfavorably impacted by lower volumes, which was largely offset by favorable product mix, lower domestic pension expense, lower warranty expense and favorable manufacturing absorption. The Company estimates the net unfavorable impact of lower volumes on gross margin in fiscal 2014 was approximately $9.3 million. The favorable shift in product mix related to the modest growth experienced in the Company's oil and gas transmission business had an estimated favorable impact of $0.6 million. Domestic pension expense included in cost of goods sold decreased from $1.3 million in fiscal 2013 to $0.7 million in fiscal 2014. In addition, warranty expense decreased by $2.7 million from $4.9 million in fiscal 2013 to $2.2 in fiscal 2014 (for additional information on the Company's warranty expense, see Note F of the Notes to the consolidated financial statements). The net remaining favorable year-over-year variance was primarily driven by favorable manufacturing absorption and product mix.

Marketing, Engineering and Administrative (ME&A) Expenses
Marketing, engineering, and administrative (ME&A) expenses of $67.4 million were down $0.5 million, or 0.7%, compared to the prior fiscal year. As a percentage of sales, ME&A expenses increased to 25.5% of sales versus 23.8% of sales in fiscal 2013. In the fiscal 2014 fourth quarter, the Company incurred expenses related to the investigation, severance costs and additional audit fees totaling $0.6 million associated with the previously announced discovery of accounting irregularities at its Belgian operation. The investigation was completed in the fourth fiscal quarter and did not identify any additional matters requiring adjustment to the Company's financial statements beyond the immaterial amounts recorded in the third quarter of fiscal 2014. In addition, the Company recorded a $0.6 million net unfavorable adjustment related to the cash surrender value of various employee split-dollar life insurance policies in the fourth fiscal quarter, largely due to the rollout of a policy to the Company's former Chief Executive Officer as a result of his retirement. The Company also recorded a $0.3 million charge in the fiscal 2014 fourth quarter related to sales and use tax following the completion of a nexus study at its North American distribution operations. Adjusting for these one-time items, ME&A expenses were down year-over-year due to a continued focus on controlled spending at the Company's North American and European operations and lower stock-based compensation expense (a decrease of $1.5 million), partially offset by increased spending in the Company's growing Asia operations and on corporate engineering and development projects.

Restructuring of Operations
During fiscal 2014, the Company recorded a pre-tax restructuring charge of $1.0 million, or $0.09 per diluted share, representing the incremental cost above the minimum legal indemnity for a targeted workforce reduction at its Belgian operation, following finalization of negotiations with the local labor unions. The minimum legal indemnity of $0.5 million was recorded in the fourth quarter of fiscal 2013, upon announcement of the intended restructuring action. During fiscal 2014, the Company made cash payments of $0.9 million, resulting in an accrual balance at June 30, 2014 of $0.8 million.

Impairment Charge
In connection with preparing its financial statements for fiscal 2013, the Company recorded an impairment charge of $1.4 million, or $0.12 per diluted share, which represented the remaining intangibles and fixed assets of its Italian distribution entity for which the Company committed to a plan to exit the distribution agreement and entered negotiations to sell the inventory back to the parent supplier. This decision triggered an impairment review of the long lived assets at this entity, resulting in the impairment charge of $1.4 million representing a complete impairment of the remaining intangibles ($1.3 million) and fixed assets ($0.1 million) for this entity. In fiscal 2012, the Company took an impairment charge of $3.7 million, or $0.32 per diluted share, for the write-down of goodwill at an Italian manufacturing operation due to softness in the Italian megayacht market.

Interest Expense
Interest expense of $0.9 million for the fiscal 2014 was down 35% versus fiscal 2013. Total interest on the Company's $40 million revolving credit facility ("revolver") decreased 43% to $0.3 million in fiscal 2014. The decrease can be attributed to an overall decrease in the average borrowings year-over-year. The average borrowing on the revolver, computed monthly, decreased to $13.2 million in fiscal 2014, compared to $19.8 million in the prior fiscal year. The interest rate on the revolver was a range of 1.70% to 1.84% in the prior fiscal year compared to a range of 1.80% to 1.85% in the current year. The interest expense on the Company's $25 million Senior Note decreased $0.2 million, or 26%, at a fixed rate of 6.05%, to $0.6 million, due to a lower remaining principal balance.

Other, net
For the fiscal 2014 full year, Other, net declined by $0.5 million due primarily to unfavorable exchange movements related to the euro, Japanese yen and Indian rupee.

Income Taxes
The effective tax rate for the twelve months of fiscal 2014 was 52.2%, which is in line with the prior year rate of 54.0%. The full year effective rates are impacted by the non-deductibility of operating losses in a certain foreign jurisdiction that is subject to a full valuation allowance. Adjusting both fiscal years for the non-deductible losses, the fiscal 2014 full year rate would have been 32.7% compared to 38.4% for the same period in fiscal 2013. The fiscal 2014 rate was favorably impacted by a change in the jurisdictional mix of earnings, along with favorable provision to return adjustments recorded in the fiscal 2014 third and fourth quarters.

The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the tax provision in the period of change. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. During fiscal 2014, the Company continued to incur operating losses in certain foreign jurisdictions where the loss carryforward period is unlimited. The Company has evaluated the realizability of the net deferred tax assets related to these jurisdictions and concluded that based primarily upon continuing losses in these jurisdictions and failure to achieve targeted levels of improvement, a full valuation allowance continues to be necessary. Therefore, the Company recorded an additional valuation allowance of $1.9 million. Management believes that it is more likely than not that the results of future operations will generate sufficient taxable income and foreign source income to realize the remaining deferred tax assets.

Order Rates
As of June 30, 2014, the Company's backlog of orders scheduled for shipment during the next six months (six-month backlog) was $66.1 million, or approximately 1% lower than the six-month backlog of $66.8 million as of June 30, 2013. In the fourth fiscal quarter, the backlog increased approximately 15% versus the end of the third fiscal quarter, as the Company continued to experience increased order activity for its pressure pumping transmission business.

Fiscal 2013 Compared to Fiscal 2012

Net Sales
Net sales for fiscal 2013 decreased 19.8%, or $70.6 million, to $285.3 million from a record $355.9 million in fiscal 2012. Compared to fiscal 2012, on average, the euro and Swiss franc weakened against the U.S. dollar. The net translation effect of this on foreign operations was to decrease revenues by approximately $4.0 million versus the prior year, before eliminations. The decrease in sales continued to primarily be driven by lower demand from customers in the pressure pumping sector of the North American oil and gas market. Offsetting weakness in this market was higher demand from customers in the North American and Asian commercial marine markets. Sales to customers serving the global megayacht market remained at historical lows, while demand remained steady for equipment used in the airport rescue and fire fighting (ARFF), and military markets. Sales to customers in China increased approximately 46% in fiscal 2013 to $29.1 million, representing 10.2% of total fiscal 2013 sales.

In fiscal 2013, sales at our manufacturing segment were down 24.5% versus the prior fiscal year. Compared to fiscal 2012, on average, the euro and Swiss franc weakened against the U.S. dollar. The net translation effect of this on foreign manufacturing operations was to decrease revenues for the manufacturing segment by approximately $2.8 million versus the prior year, before eliminations. In fiscal 2013, our U.S. manufacturing operation saw a decrease of roughly 29% in sales versus fiscal 2012. The primary driver for this decrease was the decrease in shipments of transmissions and related products for the North American oil and gas markets. This was only partially offset by an increase in commercial marine transmission shipments. The Company's Italian manufacturing operations, which have been adversely impacted by the softness in the European megayacht and industrial markets, experienced a 12.5% decrease compared to the prior fiscal year. Approximately one-third of this decrease can be attributed to unfavorable foreign currency translation, with the majority of the remaining decrease due to continued softness and timing of shipments to the Italian megayacht market. The Company's Belgian manufacturing operation, which also continued to be adversely impacted by the softness in the global megayacht market, saw an approximately 15% decrease in sales versus the prior fiscal year. The Company's Swiss manufacturing operation, which supplies customized propellers for the global megayacht and patrol boat markets, experienced an 11.1% decrease in sales.

In fiscal 2013, our distribution segment experienced a slight increase of roughly 1% in sales compared to fiscal 2012. The Company's distribution operations in Singapore continued to experience record shipments for marine transmission products for use in various commercial applications. This operation saw a 33.1% increase in sales versus the prior fiscal year. In fiscal 2013, approximately 45% of this operation's sales were to customers in China. The Company's distribution operation in the Northwest of the United States and Southwest of Canada experienced a 46% decrease in sales due to continued softness in the Canadian oil and gas market. The Company's distribution operation in Italy, which provides boat accessories and propulsion systems for the pleasure craft market, continued to experience historic lows due to continued weakness in the global pleasure craft and megayacht markets. The Company's distribution operation in Australia, which provides boat accessories, propulsion and marine transmission systems for the pleasure craft market, saw a decrease in sales of just over 16%.

Net sales for the Company's largest product market, marine transmission and propulsion systems, were up 11.4% compared to the prior fiscal year. The majority of the growth was experienced in the first half of fiscal 2013 as the Company experienced increased demand in the global commercial marine market, which more than offset continued weakness in the global pleasure craft market. Sales of the Company's boat management systems manufactured at our Italian operation and servicing the global megayacht market were down approximately 30% versus the prior fiscal year, as the European megayacht market continued to experience softness in demand. In the off-highway transmission market, the year-over-year decrease of just over 50% can be attributed primarily to decreased North American sales of transmission systems for the oil and gas markets. In addition, demand for transmission systems for the military market and vehicular transmissions remained steady. The decrease experienced in the Company's industrial products of roughly 11% was due to decreased sales into the agriculture, mining and general industrial markets, primarily in the North American and Italian markets, as well as decreased activity related to oil field markets.

Geographically, sales to the U.S. and Canada represented roughly 49% of consolidated sales for fiscal 2013 compared to 59% in fiscal 2012. This decrease was primarily driven by the softness of the North American pressure pumping market in fiscal 2013, only partially offset by growing demand in the U.S. Gulf Coast region for commercial marine transmission systems. Fiscal 2013 proved to be another milestone year for our global sales, as China became our second largest end market, after the U.S. Overall sales into the Asian Pacific market represented approximately 27% of sales in fiscal 2013, compared to just over 18% in fiscal 2012. See Note J of the Notes to the consolidated financial statements for more information on the Company's business segments and foreign operations.

The elimination for net intra-segment and inter-segment sales decreased $8.0 million, or 8.1%, from $98.7 million in fiscal 2012 to $90.7 million in fiscal 2013. Year-over-year changes in foreign exchange rates had a net unfavorable impact of $0.6 million on net intra-segment and inter-segment sales.

Gross Profit
In fiscal 2013, gross profit decreased $41.6 million, or 34.2%, to $80.0 million. Gross profit as a percentage of sales decreased 610 basis points in fiscal 2013 to 28.1%, compared to 34.2% in fiscal 2012. The table below summarizes the gross profit trend by quarter for fiscal years 2013 and 2012:

Gross Profit *($ millions)*	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Year
2013	$19.4	$22.3	$17.7	$20.6	$ 80.0
2012	$30.8	$29.6	$33.1	$28.2	$121.6
Percentage of Sales					
2013	28.2%	30.8%	25.9%	27.2%	28.1%
2012	37.8%	35.6%	34.6%	29.4%	34.2%

There were a number of factors that impacted the Company's overall gross margin rate in fiscal 2013. Gross margin for the year was unfavorably impacted by lower volumes, unfavorable product mix, higher domestic pension expense, higher warranty expense and unfavorable manufacturing absorption. The Company estimates the net unfavorable impact of lower volumes on gross margin in fiscal 2013 was approximately $33.7 million. The unfavorable shift in product mix related to the softening experienced in the Company's oil and gas transmission business had an estimated unfavorable impact of $7.6 million. Domestic pension expense included in cost of goods sold increased from $0.2 million in fiscal 2012 to $1.3 million in fiscal 2013. In addition, warranty expense increased by $1.3 million from $3.6 million in fiscal 2012 to $4.9 in fiscal 2013 (for additional information on the Company's warranty expense, see Note F of the Notes to the consolidated financial statements).

Marketing, Engineering and Administrative (ME&A) Expenses
Marketing, engineering, and administrative (ME&A) expenses decreased by $5.2 million, or 7%, to $67.9 million in fiscal 2013. As a percentage of sales, ME&A expenses increased by 330 basis points to 23.8% in fiscal 2013, compared to 20.5% in fiscal 2012. The table below summarizes significant changes in certain ME&A expenses for the fiscal year:

	Fiscal Year Ended		
$ thousands – (Income)/Expense	June 30, 2013	June 30, 2012	Increase/(Decrease)
Stock-Based Compensation	$2,681	$1,642	$ 1,039
Domestic Pension Expense	596	121	475
Incentive/Bonus Expense	493	5,013	(4,520)
			(3,006)
Foreign Currency Translation			(913)
			(3,919)
All Other, Net			(1,273)
			$(5,192)

The year-over-year net remaining decrease in ME&A expenses of $1.3 million for the year primarily relates to efforts to control global ME&A expenses in light of the current softness in demand experienced in certain of the Company's markets.

Restructuring of Operations
During the fourth quarter of fiscal 2013, the Company recorded a pre-tax restructuring charge of $0.7 million related to a workforce reduction at its Belgian operation and the elimination of a Corporate officer position. The Belgian charge consisted of the minimum legal indemnity for 22 manufacturing employees, as negotiations with the workforce were ongoing as of June 30, 2013. Subsequently, negotiations were completed in July 2013, resulting in an additional restructuring charge of approximately $1.0 million to be recorded in the first quarter of fiscal 2014. During fiscal 2013, the Company made no cash payments, resulting in an accrual balance at June 30, 2013, of $0.7 million.

Impairment Charge
In connection with preparing its financial statements for fiscal 2013, the Company recorded an impairment charge of $1.4 million, or $0.12 per diluted share, which represents the remaining intangibles and fixed assets of its Italian distribution entity for which the Company committed to a plan to exit the distribution agreement and entered negotiations to sell the inventory back to the parent supplier. This decision triggered an impairment review of the long lived assets at this entity, resulting in the impairment charge of $1.4 million representing a complete impairment of the remaining intangibles ($1.3 million) and fixed assets ($0.1 million) for this entity. In the prior year, the Company took an impairment charge of $3.7 million, or $0.32 per diluted share, for the write-down of goodwill at an Italian manufacturing operation due to softness in the Italian megayacht market.

Interest Expense
Interest expense of $1.4 million for the fiscal 2013 was down slightly versus fiscal 2012. Total interest on the Company's $40 million revolving credit facility ("revolver") decreased 6% to $0.4 million in fiscal 2013. The decrease can be attributed to an overall decrease in the average borrowings year-over-year and a lower interest rate on the revolver. The average borrowing on the revolver, computed monthly, decreased to $19.8 million in fiscal 2013, compared to $20.4 million in the prior fiscal year. The interest rate on the revolver decreased from a range of 1.74% to 2.09% in the prior fiscal year to a range of 1.70% to 1.84% in the current year. The interest expense on the Company's $25 million Senior Note decreased $0.2 million, or 21%, at a fixed rate of 6.05%, to $0.8 million, due to a lower remaining principal balance.

Other, Net
For the fiscal 2013 full year, Other, net declined by $0.7 million due primarily to unfavorable exchange movements related to the euro, Canadian dollar and Swiss franc.

Income Taxes
The effective tax rate for the twelve months of fiscal 2013 was 54.0%, which is significantly higher than the prior year rate of 39.8%. Both years were impacted by non-deductible losses in certain foreign jurisdictions that are subject to a valuation allowance, as well as non-deductible impairment charges. Adjusting for these non-deductible items, the fiscal 2013 rate would have been 35.0% compared to 33.3% for fiscal 2012. The effective rate for the fiscal 2013 fourth quarter was 89.2% compared to 76.6% for the same period last fiscal year. Adjusting both for these non-deductible items results in rates of 30.0% for the fiscal 2013 fourth quarter and 37.8% for the fiscal 2012 fourth quarter. The fiscal 2013 fourth quarter rate was favorably impacted by a favorable change in Italian tax law of $0.4 million.

The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the tax provision in the period of change. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. During fiscal 2013, the Company continued to incur operating losses in certain foreign jurisdictions where the loss carryforward period is unlimited. The Company has evaluated the realizability of the net deferred tax assets related to these jurisdictions and concluded that based primarily upon recent losses in these jurisdictions and failure to achieve targeted levels of improvement, a full valuation allowance continues to be necessary. Therefore, the Company recorded a net reduction in valuation allowance of $0.1 million. Management believes that it is more likely than not that the results of future operations will generate sufficient taxable income and foreign source income to realize the remaining deferred tax assets.

Order Rates
As of June 30, 2013, the Company's backlog of orders scheduled for shipment during the next six months (six-month backlog) was $66.8 million, or approximately 32% lower than the six-month backlog of $98.7 million as of June 30, 2012. The decrease in backlog is primarily a result of decreased orders by North American oil and gas customers for the Company's 8500 transmission system as rig operators adjust to the natural gas supply overhang and lower prices.

Liquidity and Capital Resources

Fiscal Years 2014, 2013 and 2012
The net cash provided by operating activities in fiscal 2014 totaled $25.7 million, an increase of $1.3 million, or approximately 5%, versus fiscal 2013. The increase was driven by a decrease in working capital, primarily inventories and accounts receivable, partially offset by lower net earnings. Adjusted for the impact of foreign currency translation, net inventory decreased by $7.1 million. From the end of the fiscal third quarter, inventory decreased $7.6 million. The majority of the net decrease in inventory came at the Company's North American and European manufacturing operations. This decrease was driven by strong shipments to the Company's global commercial marine transmission and Asian oil and gas markets. Net inventory as a percentage of the six-month backlog decreased from 153.9% as of June 30, 2013, to 147.6% as of June 30, 2014. The decrease in trade accounts receivable was a result of lower sales in the second half of fiscal 2014 compared to the same period in fiscal 2013, $134.3 million versus $144.2 million, respectively. The increase in trade accounts payable was due to the timing of payments, as both inventory and volume were down in the quarter compared to the prior fiscal year.

The net cash provided by operating activities in fiscal 2013 totaled $24.5 million, an increase of $10.0 million, or approximately 70%, versus fiscal 2012. The increase was driven by a decrease in working capital, primarily accounts receivable, partially offset by lower net earnings. Adjusted for the impact of foreign currency translation, net inventory decreased by $0.2 million. From the end of the fiscal third quarter, inventory decreased approximately $10 million. The majority of the net decrease in inventory came at the Company's North American manufacturing and Asian distribution operations. This decrease was driven by strong shipments to the Company's global commercial marine transmission and Asian oil and gas markets. Net inventory as a percentage of the six-month backlog increased from 104.5% as of June 30, 2012, to 153.9% as of June 30, 2013. The decrease in trade accounts receivable was a result of lower sales in the second half of fiscal 2013 compared to the same period in fiscal 2012, $144.2 million versus $191.6 million, respectively. The decrease in trade accounts payable was due to a reduction in purchasing activity related to a significant decrease in inventory in the fourth quarter of fiscal 2013 ($10.2 million).

The net cash provided by operating activities in fiscal 2012 totaled $14.4 million, an increase of $0.6 million, or 4%, versus fiscal 2011. The slight increase was driven by a 39% increase in net earnings to $26.1 million largely offset by an increase in working capital. Adjusted for the impact of foreign currency translation, net inventory increased $9.6 million. The majority of the net increase in inventory came at the Company's North American manufacturing and distribution operations. This increase was driven by strong demand for the Company's commercial marine transmissions as well as inventory to serve the Company's North American and Asian oil and gas markets. Net inventory as a percentage of the six-month backlog increased from 67.4% as of June 30, 2011 to 104.5% as of June 30, 2012. The increase in trade accounts receivable was a result of higher sales in the second half of fiscal 2012 compared to the same period in fiscal 2011, $191.6 million versus $173.9 million, respectively. The decrease in trade accounts payable was due to a reduction in purchasing activity related to significant decrease in inventory in the fourth quarter of fiscal 2012 ($14.6 million) compared to an increase in inventory in the fourth quarter of fiscal 2011 ($5.8 million).

The net cash used for investing activities in fiscal 2014 of $7.1 million consisted primarily of capital expenditures for machinery and equipment at our U.S. and Belgian manufacturing operations. In fiscal 2014, the Company spent $7.2 million for capital expenditures, up from $6.6 million in fiscal 2013 and down from $13.7 million in fiscal 2012.

The net cash used for investing activities in fiscal 2013 of $6.5 million consisted primarily of capital expenditures for machinery and equipment at our U.S., Indian and Belgian manufacturing operations. In fiscal 2013, the Company spent $6.6 million for capital expenditures, down from $13.7 million and $12.0 million in fiscal years 2012 and 2011, respectively.

The net cash used for investing activities in fiscal 2012 of $13.9 million consisted primarily of capital expenditures for machinery and equipment at our U.S. and Belgian manufacturing operations. In fiscal 2012, the Company spent $13.7 million for capital expenditures, up from $12.0 million and $4.5 million in fiscal years 2011 and 2010, respectively.

In fiscal 2014, the net cash used by financing activities of $14.9 million consisted primarily of dividends paid to shareholders of the Company of $4.1 million and net payments of debt of $8.8 million. During fiscal 2014, the Company did not purchase any shares as part of its Board-authorized stock repurchase program. The Company has 315,000 shares remaining under its authorized stock repurchase plan.

In fiscal 2013, the net cash used by financing activities of $12.4 million consisted primarily of the acquisition of treasury stock of $3.1 million, under a Board-authorized stock repurchase program, dividends paid to shareholders of the Company of $4.1 million and payments of long-term debt of $4.9 million. During the second quarter of fiscal 2013, the Company purchased 185,000 shares under this authorization, at an average price of $16.59 per share for a total cost of $3.1 million. The Company had 315,000 shares remaining under its authorized stock repurchase plan as of June 30, 2013.

In fiscal 2012, the net cash used by financing activities of $3.5 million consisted primarily of the acquisition of treasury stock of $2.4 million, under a Board authorized stock repurchase program, and dividends paid to shareholders of the Company of $3.9 million, partially offset by proceeds from long-term debt of $2.6 million. On February 1, 2008, the Board of Directors authorized the purchase of 500,000 shares of Common Stock at market values. In fiscal 2012, the Company purchased 125,000 shares of its outstanding common stock at an average price of $19.40 per share for a total cost of $2.4 million.

Future Liquidity and Capital Resources

On June 30, 2014, the Company entered into a revolving loan agreement (the "Credit Agreement") with Wells Fargo Bank, National Association. Pursuant to the Credit Agreement, the Company may, from time to time, enter into revolving credit loans in amounts not to exceed, in the aggregate, Wells Fargo's revolving credit commitment of $60,000,000. The revolving credit commitment may be increased under the agreement by an additional $10,000,000 in the event that the conditions for "Incremental Loans" (as defined in the agreement) are satisfied. In general, outstanding revolving credit loans will bear interest at LIBOR plus 1.00%. The rate was 1.16% at June 30, 2014. In addition to principal and interest payments, the Borrowers will be responsible for paying monthly commitment fees equal to 0.15% of the unused revolving credit commitment. The Company has the option of making additional prepayments subject to certain limitations. The Credit Agreement is scheduled to expire on May 31, 2018. The outstanding balance of $11,200,000 at June 30, 2014 is classified as long-term debt. This agreement contains certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants include a minimum consolidated adjusted net worth, a minimum EBITDA for the most recent four fiscal quarters of $11,000,000 at June 30, 2014, and a maximum total funded debt to EBITDA ratio of 3.0 at June 30, 2014. As of June 30, 2014, the Company was in compliance with these financial covenants with a four quarter EBITDA total of $19,463,000 and a funded debt to EBITDA ratio of 0.95. The minimum adjusted net worth covenant fluctuates based upon actual earnings, and the Company's compliance with that covenant is based on the Company's shareholders' equity as adjusted by certain pension accounting items. As of June 30, 2014, the minimum adjusted equity requirement was $120,831,000 compared to an actual result of $185,584,000 after all required adjustments.

Prior to June 30, 2014, the Company had a $40,000,000 revolving loan agreement with BMO Harris Bank, N.A. ("BMO"). The Company originally entered into this revolving loan agreement in December 2002 with M&I Marshall & Ilsley Bank, predecessor to BMO. At that time, the revolving loan agreement was for $20,000,000 and had an expiration date of October 31, 2005. Through a series of amendments, the last of which was agreed to during the fourth quarter of fiscal 2011, the total commitment was increased to $40,000,000 and the term was extended to May 31, 2015. This agreement contained certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants included a minimum consolidated adjusted net worth amount, as defined, a minimum EBITDA for the most recent four fiscal quarters, and a maximum total funded debt to EBITDA ratio. As of June 30, 2014, the Company was in compliance with these financial covenants. The outstanding balance of $0 and $16,300,000 at June 30, 2014, and June 30, 2013, respectively, is classified as long-term debt. In accordance with the loan agreement as amended, the Company could borrow at LIBOR plus an additional "Add-On," between 1.5% and 2.5%, depending on the Company's Total Funded Debt to EBITDA ratio. The rate was 1.80% and 1.84% at June 30, 2014, and June 30, 2013, respectively. On June 20, 2014, the Company provided written notice to BMO of its intent to terminate the revolving credit agreement with a termination date of June 30, 2014. On June 30, 2014, the agreement was terminated and the facility was paid off.

Prior to June 30, 2014, the Company and its wholly-owned subsidiary Twin Disc International, S.A. had a multi-currency revolving Credit Agreement with Wells Fargo Bank, National Association (the "Prior Credit Agreement"). The Company entered into this agreement on November 19, 2012. Pursuant to the Prior Credit Agreement, the Company could, from time to time, enter into revolving credit loans in amounts not to exceed, in the aggregate, Wells Fargo's revolving credit commitment of $15,000,000. In general, outstanding revolving credit loans (other than foreign currency loans) would bear interest at one of the following rates, as selected by the Company: (1) a "Base Rate," which is equal to the highest of (i) the prime rate; (ii) the federal funds rate plus 0.50%; or (iii) LIBOR plus 1.00%; or (2) a "LIBOR Rate" (which is equal to LIBOR divided by the difference between 1.00 and the Eurodollar Reserve Percentage (as defined in the Prior Credit Agreement)) plus 1.50%. Outstanding revolving credit loans that are foreign currency loans would bear interest at the LIBOR Rate plus 1.50%, plus an additional "Mandatory Cost," which was designed to compensate Wells Fargo for the cost of compliance with the requirements of the Bank of England and/or the Financial Services Authority, or the requirements of the European Central Bank. In addition to principal and interest payments, the Borrowers were responsible for paying monthly commitment fees equal to .25% of the unused revolving credit commitment. The Company had the option of making additional prepayments subject to certain limitations. The Prior Credit Agreement included financial covenants regarding minimum net worth, minimum EBITDA for the most recent four fiscal quarters of $11,000,000, and a maximum total funded debt to EBITDA ratio of 3.0. As of June 30, 2014, the Company was in compliance with these financial covenants. The Prior Credit Agreement also included certain restrictive covenants that limited, among other things, certain investments, acquisitions and indebtedness. The Prior Credit Agreement provided that it automatically included any covenants or events of default not previously included in the Prior Credit Agreement to the extent such covenants or events of default are granted to any other lender of an amount in excess of $1,000,000. The Prior Credit Agreement also included customary events of default, including events of default under the BMO agreement or the Prudential Note Agreement. Following an event of default, Wells Fargo could accelerate all amounts outstanding under any revolving credit notes or the Prior Credit Agreement. The Prior Credit Agreement was scheduled to expire on May 31, 2015. However, on June 30, 2014, the Company entered into the new agreement with Wells Fargo discussed above, which includes the ability to borrow up to $15 million in certain foreign currencies. As of June 30, 2014, there were no borrowings under the Prior Credit Agreement.

On June 30, 2014, the Company entered into an Amended and Restated Note Purchase and Private Shelf Agreement (the "Prudential Agreement"). Among other things, the Prudential Agreement: (a) amends and restates the "Note Agreement" between the Company and Purchasers dated as of April 10, 2006, as it has been amended from time to time (the "2006 Note Agreement"); and (b) sets forth the terms of the potential sale and purchase of up to $50,000,000 in "Shelf Notes" as defined in the Prudential Agreement (the "Shelf Notes") by the Company to Prudential. The notes sold by the Company to the Existing Holders under the 2006 Agreement (the "2006 Notes") are deemed outstanding under, and are governed by, the terms of the Prudential Agreement. The 2006 Notes bear interest on the outstanding principal balance at a fixed rate of 6.05% per annum and mature on April 10, 2016. The 2006 Notes mature and become due and payable in full on April 10, 2016 (the "Payment Date"). Prior to the Payment Date, the Company is obligated to make quarterly payments of interest during the term of the 2006 Notes, plus prepayments of principal of $3,571,429 on April 10 of each year from 2010 to 2015, inclusive. The outstanding balance was $7,142,857 and $10,714,286 at June 30, 2014, and June 30, 2013, respectively. Of the outstanding balance, $3,571,429 was classified as a current maturity of long-term debt at June 30, 2014, and June 30, 2013, respectively. The remaining $3,571,429 is classified as long-term debt. In addition to the interest payments and any mandatory principal payments required under the terms of the Shelf Note, the Company will pay an issuance fee of 0.10% of the aggregate principal balance of each of the Shelf Notes sold to, and purchased by, Prudential. In addition the Company will pay a one-time structuring fee of $25,000 on or before September 30, 2014, unless there is an acceptance of a sale of Shelf Notes prior to such date, in which case the structuring fee will be waived. The Company may prepay the Shelf Notes or the 2006 Notes, subject to certain limitations. At no time during the term of the Prudential Agreement may the aggregate outstanding principal amount of the 2006 Notes and the Shelf Notes exceed $35,000,000. The Prudential Agreement includes financial covenants regarding minimum net worth, minimum EBIDTA for the most recent four (4) fiscal quarters of $11,000,000 and a maximum total funded debt to EBIDTA ratio of 3.0. As of June 30, 2014, the Company was in compliance with these financial covenants. In addition, the Company will be required to make an offer to purchase the 2006 Notes and Shelf Notes upon a Change of Control, and any such offer must include the payment of a Yield-Maintenance Amount. The Prudential Agreement also includes certain covenants that limit, among other things, certain indebtedness, acquisitions and investments. The Prudential Agreement also has a most favored lender provision whereby the Prudential Agreement shall be automatically modified to include any additional covenant or event of default that is included in any agreement evidencing, securing, guarantying or otherwise related to other indebtedness in excess of $1,000,000.

Four quarter EBITDA, total funded debt, and adjusted net worth are non-GAAP measures, and are included herein for the purpose of disclosing the status of the Company's compliance with the four quarter EBITDA, total funded debt to four quarter EBITDA ratio, and adjusted net worth covenants described above. In accordance with the Company's revolving loan agreements and the Prudential Agreement:

- "Four quarter EBITDA" is defined as "the sum of (i) Net Income plus, to the extent deducted in the calculation of Net Income, (ii) interest expense, (iii) depreciation and amortization expense, and (iv) income tax expense;" and
- "Total funded debt" is defined as "(i) all Indebtedness for borrowed money (including without limitation, Indebtedness evidenced by promissory notes, bonds, debentures and similar interest-bearing instruments), plus (ii) all purchase money Indebtedness, plus (iii) the principal portion of capital lease obligations, plus (iv) the maximum amount which is available to be drawn under letters of credit then outstanding, all as determined for the Company and its consolidated Subsidiaries as of the date of determination, without duplication, and in accordance with generally accepted accounting principles applied on a consistent basis."
- "Total funded debt to four quarter EBITDA" is defined as the ratio of total funded debt to four quarter EBITDA calculated in accordance with the above definitions.
- "Adjusted net worth" means the Company's reported shareholder equity, excluding adjustments that result from (i) changes to the assumptions used by the Company in determining its pension liabilities or (ii) changes in the market value of plan assets up to an aggregate amount of adjustments equal to $34,000,000 ("Permitted Benefit Plan Adjustments") for purposes of computing net worth at any time.

The Company's total funded debt as of June 30, 2014, and June 30, 2013, was equal to the total debt reported on the Company's June 30, 2014, and June 30, 2013, Consolidated Balance Sheet, and therefore no reconciliation is included herein. The following table sets forth the reconciliation of the Company's reported Net Earnings to the calculation of four quarter EBITDA for the four quarters ended June 30, 2014:

Four Quarter EBITDA Reconciliation	
Net Earnings Attributable to Twin Disc	$ 3,644,000
Depreciation & Amortization	10,657,000
Interest Expense	936,000
Income Taxes	4,226,000
Four Quarter EBITDA	$19,463,000

Total Funded Debt to Four Quarter EBITDA	
Total Funded Debt	$18,404,000
Divided by: Four Quarter EBITDA	19,463,000
Total Funded Debt to Four Quarter EBITDA	0.95

The following table sets forth the reconciliation of the Company's reported shareholders' equity to the calculation of adjusted net worth for the quarter ended June 30, 2014:

Total Twin Disc Shareholders' Equity	$151,584,000
Permitted Benefit Plan Adjustments	34,000,000
Adjusted Net Worth	$185,584,000

As of June 30, 2014, the Company was in compliance with all of the covenants described above. As of June 30, 2014, the Company's backlog of orders scheduled for shipment during the next six months (six-month backlog) was $66.1 million, or approximately 1% lower than the six-month backlog of $66.8 million as of June 30, 2013, but up 15% from the end of the third fiscal quarter. The recent increase in order backlog has been driven primarily by the North American oil and gas market. The Company does not expect to violate any of its financial covenants in fiscal 2015. The current margin surrounding ongoing compliance with the above covenants, in particular, minimum EBITDA for the most recent four fiscal quarters and total funded debt to EBITDA, are expected to increase in fiscal 2015. Based on its annual financial plan, the Company believes it is well positioned to generate sufficient EBITDA levels throughout fiscal 2015 in order to maintain compliance with the above covenants. However, as with all forward-looking information, there can be no assurance that the Company will achieve the planned results in future periods due to the uncertainties in certain of its markets. Please see the factors discussed under Item 1A, Risk Factors, of this Form 10-K for further discussion of this topic.

The Company's balance sheet remains very strong, there are no off-balance-sheet arrangements other than the operating leases listed below, and we continue to have sufficient liquidity for near-term needs. The Company had $48.8 million of available borrowings on our $60 million revolving loan agreement as of June 30, 2014. The Company expects to continue to generate enough cash from operations to meet our operating and investing needs. As of June 30, 2014, the Company also had cash of $24.8 million, primarily at its overseas operations. These funds, with some restrictions and tax implications, are available for repatriation as deemed necessary by the Company. In fiscal 2015, the Company expects to contribute $7.2 million to its defined benefit pension plans, the minimum contributions required. However, if the Company elects to make voluntary contributions in fiscal 2015, it intends to do so using cash from operations and, if necessary, from available borrowings under existing credit facilities.

Net working capital decreased $1.9 million, or approximately 2%, in fiscal 2014, and the current ratio increased from 3.0 at June 30, 2013, to 3.2 at June 30, 2014. The decrease in net working capital was primarily driven by a decrease in inventories and accounts receivable in fiscal 2014, partially offset by a decrease in accrued liabilities due to a decrease in deferred revenue and accrued stock-based compensation due to the first quarter vesting of performance awards.

The Company expects capital expenditures to be approximately $15 million in fiscal 2015. These anticipated expenditures reflect the Company's plans to continue investing in modern equipment and facilities, its global sourcing program and new products as well as expanding capacity at facilities around the world.

Management believes that available cash, the credit facility, cash generated from future operations, existing lines of credit and potential access to debt markets will be adequate to fund the Company's capital requirements for the foreseeable future.

Off Balance Sheet Arrangements and Contractual Obligations

The Company had no off-balance sheet arrangements, other than operating leases, as of June 30, 2014 and 2013.

The Company has obligations under non-cancelable operating lease contracts and loan and senior note agreements for certain future payments. A summary of those commitments follows (in thousands):

Contractual Obligations	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	After 5 Years
Revolving loan borrowing	$11,200	—	—	$11,200	—
Long-term debt	$ 7,204	$3,604	$ 3,571	—	$29
Operating leases	$ 7376	$2,719	$ 3,334	$ 1,302	$21

The table above does not include accrued interest of approximately $139,000 related to the revolving loan borrowing. The table above also does not include tax liabilities for unrecognized tax benefits totaling $1,603,000, excluding related interest and penalties, as the timing of their resolution cannot be estimated. See Note N of the Notes to the consolidated financial statements for disclosures surrounding uncertain income tax positions.

The Company maintains defined benefit pension plans for some of its operations in the United States and Europe. The Company has established the Pension Committee to oversee the operations and administration of the defined benefit plans. The Company estimates that fiscal 2015 contributions to all defined benefit plans will total $7,218,000.

Other Matters

Critical Accounting Policies

The preparation of this Annual Report requires management's judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

The Company's significant accounting policies are described in Note A to the consolidated financial statements. Not all of these significant accounting policies require management to make difficult, subjective, or complex judgments or estimates. However, the policies management considers most critical to understanding and evaluating our reported financial results are the following:

Accounts Receivable

The Company performs ongoing credit evaluations of our customers and adjusts credit limits based on payment history and the customer's credit-worthiness as determined by review of current credit information. We continuously monitor collections and payments from our customers and maintain a provision for estimated credit losses based upon our historical experience and any specific customer-collection issues. In addition, senior management reviews the accounts receivable aging on a monthly basis to determine if any receivable balances may be uncollectible. Although our accounts receivable are dispersed among a large customer base, a significant change in the liquidity or financial position of any one of our largest customers could have a material adverse impact on the collectibility of our accounts receivable and future operating results.

Inventory

Inventories are valued at the lower of cost or market. Cost has been determined by the last-in, first-out (LIFO) method for the majority of the inventories located in the United States, and by the first-in, first-out (FIFO) method for all other inventories. Management specifically identifies obsolete products and analyzes historical usage, forecasted production based on future orders, demand forecasts, and economic trends when evaluating the adequacy of the reserve for excess and obsolete inventory. The adjustments to the reserve are estimates that could vary significantly, either favorably or unfavorably, from the actual requirements if future economic conditions, customer demand or competitive conditions differ from expectations.

Goodwill
In conformity with U.S. GAAP, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that an impairment might exist. The Company performs impairment reviews for its four reporting units using a fair-value method based on management's judgments and assumptions or third party valuations. The Company is subject to financial statement risk to the extent the carrying amount of a reporting unit exceeds its fair value. Based upon the goodwill impairment review completed at the end of fiscal 2014, it was determined that the fair value for each of the reporting units exceeded the carrying value and therefore goodwill was not impaired.

In determining the fair value of our reporting units, management is required to make estimates of future operating results, including growth rates, and a weighted-average cost of capital that reflects current market conditions, among others. Our development of future operating results incorporates management's best estimates of current and future economic and market conditions which are derived from a review of past results, current results and approved business plans. Many of the factors used in assessing fair value are outside the control of management, and these assumptions and estimates can change in future periods. While the Company believes its judgments and assumptions were reasonable, different assumptions, economic factors and/or market indicators could materially change the estimated fair values of the Company's reporting units and, therefore, impairment charges could be required in the future.

The following assumptions are key to our discounted cash flow model:

Business Projections – We make assumptions about the level of sales for each fiscal year including expected growth, if any. This assumption drives our planning for volumes, mix, and pricing. We also make assumptions about our cost levels (e.g., capacity utilization, cost performance, etc.). These assumptions are key inputs for developing our cash flow projections. These projections are derived using our internal business plans that are reviewed annually during the annual budget process.

Discount Rates – When measuring a possible impairment, future cash flows are discounted at a rate that is consistent with a weighted average cost of capital for a potential market participant. The weighted average cost of capital is an estimate of the overall after-tax rate of return required by equity and debt holders of a business enterprise. There are a number of assumptions that management makes when calculating the appropriate discount rate, including the targeted leverage ratio.

Long-Lived Assets
The Company reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. For property, plant and equipment and other long-lived assets, excluding indefinite-lived intangible assets, the Company performs undiscounted operating cash flow analyses to determine if an impairment exists. If an impairment is determined to exist, any related impairment loss is calculated based on fair value. Fair value is primarily determined using discounted cash flow analyses; however, other methods may be used to substantiate the discounted cash flow analyses, including third party valuations when necessary.

Warranty
The Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its suppliers. However, its warranty obligation is affected by product failure rates, the extent of the market affected by the failure and the expense involved in satisfactorily addressing the situation. The warranty reserve is established based on our best estimate of the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. When evaluating the adequacy of the reserve for warranty costs, management takes into consideration the term of the warranty coverage, historical claim rates and costs of repair, knowledge of the type and volume of new products and economic trends. While we believe the warranty reserve is adequate and that the judgment applied is appropriate, such amounts estimated to be due and payable in the future could differ materially from what actually transpires.

Pension and Other Postretirement Benefit Plans
The Company provides a wide range of benefits to employees and retired employees, including pensions and postretirement health care coverage. Plan assets and obligations are recorded annually based on the Company's measurement date utilizing various actuarial assumptions such as discount rates, expected return on plan assets, compensation increases, retirement and mortality tables, and health care cost trend rates as of that date. The approach used to determine the annual assumptions are as follows:

Discount Rate – based on the Towers Watson BOND:Link model at June 30, 2014, as applied to the expected payouts from the pension plans. This yield curve is made up of Corporate Bonds rated AA or better.

Expected Return on Plan Assets – based on the expected long-term average rate of return on assets in the pension funds, which is reflective of the current and projected asset mix of the funds and considers historical returns earned on the funds.

Compensation Increase – reflect the long-term actual experience, the near-term outlook and assumed inflation.

Retirement and Mortality Rates – based upon the IRS Generational Mortality Table for Annuitants and Non-Annuitants for fiscal 2012, 2013 and 2014.

Health Care Cost Trend Rates – developed based upon historical cost data, near-term outlook and an assessment of likely long-term trends.

Measurements of net periodic benefit cost are based on the assumptions used for the previous year-end measurements of assets and obligations. The Company reviews its actuarial assumptions on an annual basis and makes modifications to the assumptions when appropriate. As required by U.S. GAAP, the effects of the modifications are recorded currently or amortized over future periods. Based on information provided by its independent actuaries and other relevant sources, the Company believes that the assumptions used are reasonable; however, changes in these assumptions could impact the Company's financial position, results of operations or cash flows.

Income Taxes
Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. During fiscal 2014, the Company concluded that it was more likely than not that certain net deferred tax assets in foreign jurisdictions would not be realized, resulting in the recording of a valuation allowance totaling $5,593,000.

Recently Issued Accounting Standards
In June 2014, the Financial Accounting Standards Board ("FASB") issued stock compensation guidance requiring that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The amendments in this guidance are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 (the Company's fiscal 2017). The adoption of this guidance is not expected to have a material impact on the Company's financial disclosures.

In May 2014, the FASB issued updated guidance on revenue from contracts with customers. This revenue recognition guidance supersedes existing US GAAP guidance, including most industry-specific guidance. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance identifies steps to apply in achieving this principle. This updated guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016 (the Company's fiscal 2018). The Company is currently evaluating the potential impact of this guidance on the Company's financial disclosures and results.

In April 2014, the FASB issued updated guidance on the reporting for discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. The new guidance also requires expanded financial disclosures about discontinued operations. The amendments in this updated guidance are effective for the first quarter of the Company's fiscal 2016. The adoption of this guidance is not expected to have a material impact on the Company's financial disclosures.

In July 2013, the FASB issued guidance stating that, except in certain defined circumstances, an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2013 (the Company's fiscal 2015). The adoption of this guidance is not expected to have a material impact on the Company's financial disclosures.

In March 2013, the FASB issued guidance on the parent company's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. This guidance clarifies the circumstances under which the related cumulative translation adjustment should be released into net income. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2013 (the Company's fiscal 2015). The adoption of this guidance is not expected to have a material impact on the Company's financial results.

ITEM 7(A). QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK

The Company is exposed to market risks from changes in interest rates, commodities and foreign currency exchange rates. To reduce such risks, the Company selectively uses financial instruments and other proactive management techniques. All hedging transactions are authorized and executed pursuant to clearly defined policies and procedures, which prohibit the use of financial instruments for trading or speculative purposes. Discussion of the Company's accounting policies and further disclosure relating to financial instruments is included in Note A to the consolidated financial statements.

Interest rate risk - The Company's earnings exposure related to adverse movements of interest rates is primarily derived from outstanding floating rate debt instruments that are indexed to the LIBOR interest rate. The Company currently has a $60 million revolving loan agreement, which is due to expire on May 31, 2018. In accordance with the loan agreement as amended, the Company borrows at LIBOR plus an additional "Add-On" of 1.0%. Due to the relative stability of interest rates, the Company did not utilize any financial instruments at June 30, 2014, to manage interest rate risk exposure. A 10 percent increase or decrease in the applicable interest rate would result in a change in pretax interest expense of approximately $13,000.

Commodity price risk - The Company is exposed to fluctuation in market prices for such commodities as steel and aluminum. The Company does not utilize commodity price hedges to manage commodity price risk exposure. Direct material cost as a percent of total cost of goods sold was 55.6% for fiscal 2014.

Currency risk - The Company has exposure to foreign currency exchange fluctuations. Approximately twenty-three percent of the Company's revenues in the year ended June 30, 2014, were denominated in currencies other than the U.S. dollar. Of that total, approximately sixty-nine percent was denominated in euros with the balance comprised of Japanese yen, Indian rupee, Swiss franc and the Australian and Singapore dollars. The Company does not hedge the translation exposure represented by the net assets of its foreign subsidiaries. Foreign currency translation adjustments are recorded as a component of shareholders' equity. Forward foreign exchange contracts are used to hedge the currency fluctuations on significant transactions denominated in foreign currencies.

Derivative financial instruments - The Company has written policies and procedures that place all financial instruments under the direction of the Company corporate treasury department and restrict derivative transactions to those intended for hedging purposes. The use of financial instruments for trading purposes is prohibited. The Company uses financial instruments to manage the market risk from changes in foreign exchange rates.

Periodically, the Company enters into forward exchange contracts to reduce the earnings and cash flow impact of non-functional currency denominated receivables and payables. These contracts are highly effective in hedging the cash flows attributable to changes in currency exchange rates. Gains and losses resulting from these contracts offset the foreign exchange gains or losses on the underlying assets and liabilities being hedged. The maturities of the forward exchange contracts generally coincide with the settlement dates of the related transactions. Gains and losses on these contracts are recorded in Other Income (Expense), net in the Consolidated Statement of Operations and Comprehensive Income as the changes in the fair value of the contracts are recognized and generally offset the gains and losses on the hedged items in the same period. The primary currency to which the Company was exposed in fiscal 2014 and 2013 was the euro. At June 30, 2014 and 2013, the Company had no outstanding forward exchange contracts.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Consolidated Financial Statements and Financial Statement Schedule.

Sales and Earnings by Quarter – Unaudited (in thousands, except per share amounts)

2014	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Year
Net sales	$66,426	$63,212	$60,705	$73,566	$263,909
Gross profit	20,667	18,544	16,528	21,515	77,254
Net earnings (loss) attributable to Twin Disc	1,277	518	(475)	2,324	3,644
Basic earnings (loss) per share attributable to Twin Disc common shareholders	0.11	0.05	(0.04)	0.20	0.32
Diluted earnings (loss) per share attributable to Twin Disc common shareholders	0.11	0.05	(0.04)	0.20	0.32
Dividends per share	0.09	0.09	0.09	0.09	0.36

2013	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.	Year
Net sales	$68,793	$72,325	$68,232	$75,932	$285,282
Gross profit	19,416	22,311	17,674	20,624	80,025
Net earnings (loss) attributable to Twin Disc	1,231	3,360	(757)	48	3,882
Basic earnings (loss) per share attributable to Twin Disc common shareholders	0.11	0.30	(0.07)	0.00	0.34
Diluted earnings (loss) per share attributable to Twin Disc common shareholders	0.11	0.29	(0.07)	0.00	0.34
Dividends per share	0.09	0.09	0.09	0.09	0.36

ITEM 9. CHANGE IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE
None.

ITEM 9(A). CONTROLS AND PROCEDURES
Conclusion Regarding Disclosure Controls and Procedures
As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, as of the end of the period covered by this report and under the supervision and with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that such disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and to provide reasonable assurance that information required to be disclosed by the Company in the reports it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate, to allow timely decisions regarding disclosure.

Management's Report on Internal Control Over Financial Reporting
Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company,

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company, and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of the effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures included in such controls may deteriorate.

The Company conducted an evaluation of the effectiveness of our internal control over financial reporting based upon the framework (1992 edition) in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon such evaluation, our management concluded that our internal control over financial reporting was effective as of June 30, 2014.

PricewaterhouseCoopers LLP, an independent registered public accounting firm, has audited the Company's internal control over financial reporting as of June 30, 2014, as stated in their report which appears herein.

Changes in Internal Controls Over Financial Reporting
During the fourth quarter of fiscal 2014, there have not been any changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9(B). OTHER INFORMATION
Not applicable.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT
For information with respect to the executive officers of the Registrant, see "Executive Officers of the Registrant" at the end of Part I of this report.

For information with respect to the Directors of the Registrant, see "Election of Directors" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

For information with respect to compliance with Section 16(a) of the Securities Exchange Act of 1934, see "Section 16(a) Beneficial Ownership Reporting Compliance" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

For information with respect to the Company's Code of Ethics, see "Guidelines for Business Conduct and Ethics" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference. The Company's Code of Ethics, entitled, "Guidelines for Business Conduct and Ethics," is included on the Company's website, www.twindisc.com. If the Company makes any substantive amendment to the Code of Ethics, or grants a waiver from a provision of the Code of Ethics for its Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer or Controller (or any person performing similar functions), it intends to disclose the nature of such amendment on its website within four business days of the amendment or waiver in lieu of filing a Form 8-K with the SEC.

For information with respect to procedures by which shareholders may recommend nominees to the Company's Board of Directors, see "Director Committee Functions: Nominating and Governance Committee" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference. There were no changes to these procedures since the Company's last disclosure relating to these procedures.

For information with respect to the Audit Committee Financial Expert, see "Director Committee Functions: Audit Committee" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

For information with respect to the Audit Committee Disclosure, see "Director Committee Functions: Audit Committee" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

For information with respect to the Audit Committee Membership, see "Director Committee Functions: Committee Membership" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

ITEM 11. EXECUTIVE COMPENSATION
The information set forth under the captions "Executive Compensation," "Director Compensation," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report," in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 24, 2014, is incorporated into this report by reference. Discussion in the Proxy Statement under the caption "Compensation Committee Report" is incorporated by reference but shall not be deemed "soliciting material" or to be "filed" as part of this report.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT
Security ownership of certain beneficial owners and management is set forth in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 24, 2014 under the captions "Principal Shareholders" and "Directors and Executive Officers" and incorporated into this report by reference.

For information regarding securities authorized for issuance under equity compensation plans of the Company, see "Equity Compensation Plan Information" in the Proxy Statement for the Annual Meeting of Shareholders to be held on October 24, 2014, which incorporated into this report by reference.

There are no arrangements known to the Registrant, the operation of which may at a subsequent date result in a change in control of the Registrant.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, DIRECTOR INDEPENDENCE
For information with respect to transactions with related persons and policies for the review, approval or ratification of such transactions, see "Corporate Governance – Review, Approval or Ratification of Transactions with Related Persons" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

For information with respect to director independence, see "Corporate Governance – Board Independence" in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, which is incorporated into this report by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The Company incorporates by reference the information contained in the Proxy Statement for the Annual Meeting of Shareholders to be held October 24, 2014, under the heading "Fees to Independent Registered Public Accounting Firm."

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a)(1) Consolidated Financial Statements

See "Index to Consolidated Financial Statements and Financial Statement Schedule", the Report of Independent Registered Public Accounting Firm and the Consolidated Financial Statements, all of which are incorporated by reference.

(a)(2) Consolidated Financial Statement Schedule

See "Index to Consolidated Financial Statements and Financial Statement Schedule", and the Consolidated Financial Statement Schedule, all of which are incorporated by reference.

(a)(3) Exhibits. See Exhibit Index included as the last page of this form, which is incorporated by reference.

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND FINANCIAL STATEMENT SCHEDULE

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Schedules, other than those listed, are omitted for the reason that they are inapplicable, are not required, or the information required is shown in the financial statements or the related notes.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Twin Disc, Incorporated:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Twin Disc, Incorporated and its subsidiaries at June 30, 2014 and June 30, 2013, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9(a). Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Milwaukee, Wisconsin
September 15, 2014

TWIN DISC, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

June 30, 2014 and 2013

(In thousands, except share amounts)	2014	2013
ASSETS		
Current assets:		
Cash	$ 24,757	$ 20,724
Trade accounts receivable, net	40,219	46,331
Inventories	97,579	102,774
Deferred income taxes	4,779	5,280
Other	12,763	13,363
Total current assets	180,097	188,472
Property, plant and equipment, net	60,267	62,315
Goodwill, net	13,463	13,232
Deferred income taxes	2,556	7,614
Intangible assets, net	2,797	3,149
Other assets	7,805	10,676
	$266,985	$285,458
LIABILITIES and EQUITY		
Current liabilities:		
Short-term borrowings and current maturities of long-term debt	$ 3,604	$ 3,681
Accounts payable	22,111	20,651
Accrued liabilities	31,265	39,171
Total current liabilities	56,980	63,503
Long-term debt	14,800	23,472
Accrued retirement benefits	37,006	48,290
Deferred income taxes	1,778	2,925
Other long-term liabilities	4,110	3,706
	114,674	141,896
Twin Disc shareholders' equity:		
Preferred shares authorized: 200,000; issued: none; no par value	—	—
Common shares authorized: 30,000,000; issued: 13,099,468; no par value	11,973	13,183
Retained earnings	183,695	184,110
Accumulated other comprehensive loss	(15,943)	(25,899)
	179,725	171,394
Less treasury stock, at cost (1,837,595 and 1,886,516 shares, respectively)	28,141	28,890
Total Twin Disc shareholders' equity	151,584	142,504
Noncontrolling interest	727	1,058
Total equity	152,311	143,562
	$266,985	$285,458

The notes to consolidated financial statements are an integral part of these statements.

TWIN DISC, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

for the years ended June 30, 2014, 2013 and 2012

(In thousands, except per share data)	2014	2013	2012
Net sales	$263,909	$285,282	$355,870
Cost of goods sold	186,655	205,257	234,238
Gross profit	77,254	80,025	121,632
Marketing, engineering and administrative expenses	67,406	67,899	73,091
Restructuring of operations	961	708	—
Impairment charge	—	1,405	3,670
Earnings from operations	8,887	10,013	44,871
Other income (expense):			
Interest income	121	102	95
Interest expense	(936)	(1,435)	(1,475)
Other, net	24	557	1,265
	(791)	(776)	(115)
Earnings before income taxes and noncontrolling interest	8,096	9,237	44,756
Income taxes	4,226	4,986	17,815
Net earnings	3,870	4,251	26,941
Less: Net earnings attributable to noncontrolling interest	(226)	(369)	(198)
Net earnings attributable to Twin Disc	$ 3,644	$ 3,882	$ 26,743
Earnings per share data:			
Basic earnings per share attributable to Twin Disc common shareholders	$ 0.32	$ 0.34	$ 2.34
Diluted earnings per share attributable to Twin Disc common shareholders	0.32	0.34	2.31
Weighted average shares outstanding data:			
Basic shares outstanding	11,258	11,304	11,410
Dilutive stock awards	6	73	146
Diluted shares outstanding	11,264	11,377	11,556
Comprehensive income:			
Net earnings	$ 3,870	$ 4,251	$ 26,941
Foreign currency translation adjustment	3,760	447	(11,738)
Benefit plan adjustments, net of income taxes of $3,806, $4,163 and ($6,769), respectively	6,126	8,322	(11,690)
Comprehensive income	13,756	13,020	3,513
Comprehensive income attributable to noncontrolling interest	(156)	(240)	(184)
Comprehensive income attributable to Twin Disc	$ 13,600	$ 12,780	$ 3,329

The notes to consolidated financial statements are an integral part of these statements.

TWIN DISC, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

for the years ended June 30, 2014, 2013 and 2012 (in thousands)

	2014	2013	2012
Cash flows from operating activities:			
Net earnings	$ 3,870	$ 4,251	$26,941
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	10,657	10,838	10,756
Loss on sale of plant assets	26	287	315
Impairment charge	—	1,405	3,670
Stock compensation expense	1,184	2,681	1,642
Restructuring of operations	961	708	—
Provision for deferred income taxes	634	687	7,486
Changes in operating assets and liabilities:			
Trade accounts receivable	7,076	17,636	(5,982)
Inventories	6,972	176	(9,563)
Other assets	2,198	(3,136)	(915)
Accounts payable	1,364	(2,457)	(13,279)
Accrued liabilities	(8,531)	(4,969)	(2,904)
Accrued/prepaid retirement benefits	(662)	(3,631)	(3,723)
Net cash provided by operating activities	25,749	24,476	14,444
Cash flows from investing activities:			
Proceeds from sale of plant assets	103	315	116
Capital expenditures	(7,245)	(6,582)	(13,733)
Other, net	34	(231)	(293)
Net cash used by investing activities	(7,108)	(6,498)	(13,910)
Cash flows from financing activities:			
Proceeds from senior notes	—	32	3
Payments of senior notes	(3,651)	(96)	(145)
Borrowings under revolving loan agreement	70,443	83,450	99,635
Repayments under revolving loan agreement	(75,544)	(88,382)	(97,045)
Proceeds from exercise of stock options	—	189	169
Acquisition of treasury stock	—	(3,069)	(2,425)
Dividends paid to shareholders	(4,059)	(4,078)	(3,886)
Dividends paid to noncontrolling interest	(487)	(204)	(131)
Excess tax benefits from stock compensation	524	1,451	535
Payments of withholding taxes on stock compensation	(2,169)	(1,700)	(184)
Net cash used by financing activities	(14,943)	(12,407)	(3,474)
Effect of exchange rate changes on cash	335	(548)	(1,526)
Net change in cash	4,033	5,023	(4,466)
Cash:			
Beginning of year	20,724	15,701	20,167
End of year	$24,757	$20,724	$15,701
Supplemental cash flow information:			
Cash paid during the year for:			
Interest	$ 989	$ 1,536	$ 1,507
Income taxes	3,691	2,545	13,629

The notes to consolidated financial statements are an integral part of these statements.

TWIN DISC, INCORPORATED AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

for the years ended June 30, 2014, 2013 and 2012 (in thousands)

	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Non-controlling Interest	Total Equity
Balance at June 30, 2011	$10,863	$161,449	$(11,383)	$(25,252)	$969	$136,646
Net earnings	—	26,743	—	—	198	26,941
Translation adjustments	—	—	(11,724)	—	(14)	(11,738)
Benefit plan adjustments, net of tax	—	—	(11,690)	—	—	(11,690)
Cash dividends	—	(3,886)	—	—	(131)	(4,017)
Compensation expense and windfall tax benefits	2,808	—	—	—	—	2,808
Shares (acquired) issued, net	(912)	—	—	(1,529)	—	(2,441)
Balance at June 30, 2012	12,759	184,306	(34,797)	(26,781)	1,022	136,509
Net earnings	—	3,882	—	—	369	4,251
Translation adjustments	—	—	576	—	(129)	447
Benefit plan adjustments, net of tax	—	—	8,322	—	—	8,322
Cash dividends	—	(4,078)	—	—	(204)	(4,282)
Compensation expense and windfall tax benefits	2,894	—	—	—	—	2,894
Shares (acquired) issued, net	(2,470)	—	—	(2,109)	—	(4,579)
Balance at June 30, 2013	13,183	184,110	(25,899)	(28,890)	1,058	143,562
Net earnings	—	3,644	—	—	226	3,870
Translation adjustments	—	—	3,830	—	(70)	3,760
Benefit plan adjustments, net of tax	—	—	6,126	—	—	6,126
Cash dividends	—	(4,059)	—	—	(487)	(4,546)
Compensation expense and windfall tax benefits	1,708	—	—	—	—	1,708
Shares (acquired) issued, net	(2,918)	—	—	749	—	(2,169)
Balance at June 30, 2014	$11,973	$183,695	$(15,943)	$(28,141)	$727	$152,311

The notes to consolidated financial statements are an integral part of these statements.

TWIN DISC, INCORPORATED AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of the significant accounting policies followed in the preparation of these financial statements:

Consolidation Principles – The consolidated financial statements include the accounts of Twin Disc, Incorporated and its wholly and partially owned domestic and foreign subsidiaries. Certain foreign subsidiaries are included based on fiscal years ending May 31, to facilitate prompt reporting of consolidated accounts. The Company also has a controlling interest in a Japanese joint venture, which is consolidated based upon a fiscal year ending March 31. All significant intercompany transactions have been eliminated.

Translation of Foreign Currencies – The financial statements of the Company's non-U.S. subsidiaries are translated using the current exchange rate for assets and liabilities and the weighted-average exchange rate for the year for revenues and expenses. The resulting translation adjustments are recorded as a component of accumulated other comprehensive loss, which is included in equity. Gains and losses from foreign currency transactions are included in earnings. Included in other income (expense) are foreign currency transaction gains (losses) of $293,000, $642,000 and $1,103,000 in fiscal 2014, 2013 and 2012, respectively.

Receivables – Trade accounts receivable are stated net of an allowance for doubtful accounts of $3,637,000 and $2,884,000 at June 30, 2014 and 2013, respectively. The Company records an allowance for doubtful accounts provision for certain customers where a risk of default has been specifically identified as well as provisions determined on a general basis when it is believed that some default is probable and estimable but not yet clearly associated with a specific customer. The assessment of likelihood of customer default is based on a variety of factors, including the length of time the receivables are past due, the historical collection experience and existing economic conditions. Various factors may adversely impact our customer's ability to access sufficient liquidity and capital to fund their operations and render the Company's estimation of customer defaults inherently uncertain. While the Company believes current allowances for doubtful accounts are adequate, it is possible that these factors may cause higher levels of customer defaults and bad debt expense in future periods.

Fair Value of Financial Instruments – The carrying amount reported in the consolidated balance sheets for cash, trade accounts receivable, accounts payable and short term borrowings approximate fair value because of the immediate short-term maturity of these financial instruments. If measured at fair value, cash would be classified as Level 1 and all other items listed above would be classified as Level 2 in the fair value hierarchy, as described in Note M. The fair value of the Company's 6.05% Senior Notes due April 10, 2016, was approximately $7,605,000 and $11,536,000 at June 30, 2014 and 2013, respectively. The fair value of the Senior Notes is estimated by discounting the future cash flows at rates offered to the Company for similar debt instruments of comparable maturities. This rate was represented by the US Treasury Three-Year Yield Curve Rate (0.88% and 0.66% for fiscal 2014 and 2013, respectively), plus the current add-on related to the Company's revolving loan agreement (1.00% and 1.65% for fiscal 2014 and 2013, respectively) resulting in a total rate of 1.88% and 2.31% for fiscal 2014 and 2013, respectively. See Note G, "Debt" for the related book value of this debt instrument. The Company's revolving loan agreement approximates fair value at June 30, 2014. If measured at fair value in the financial statements, long-term debt (including the current portion) would be classified as Level 2 in the fair value hierarchy, as described in Note M.

Derivative Financial Instruments – The Company has written policies and procedures that place all financial instruments under the direction of the Company's corporate treasury and restricts all derivative transactions to those intended for hedging purposes. The use of financial instruments for trading purposes is prohibited. The Company uses financial instruments to manage the market risk from changes in foreign exchange rates.

Periodically, the Company enters into forward exchange contracts to reduce the earnings and cash flow impact of non-functional currency denominated receivables and payables. These contracts are highly effective in hedging the cash flows attributable to changes in currency exchange rates. Gains and losses resulting from these contracts offset the foreign exchange gains or losses on the underlying assets and liabilities being hedged. The maturities of the forward exchange contracts generally coincide with the settlement dates of the related transactions. Gains and losses on these contracts are recorded in other income (expense) as the changes in the fair value of the contracts are recognized and generally offset the gains and losses on the hedged items in the same period. The primary currency to which the Company was exposed in fiscal 2014 and 2013 was the euro. At June 30, 2014 and 2013, the Company had no outstanding forward exchange contracts.

Inventories – Inventories are valued at the lower of cost or market. Cost has been determined by the last-in, first-out (LIFO) method for the majority of inventories located in the United States, and by the first-in, first-out (FIFO) method for all other inventories. Management specifically identifies obsolete products and analyzes historical usage, forecasted production based on future orders, demand forecasts, and economic trends, among others, when evaluating the adequacy of the reserve for excess and obsolete inventory.

Property, Plant and Equipment and Depreciation – Assets are stated at cost. Expenditures for maintenance, repairs and minor renewals are charged against earnings as incurred. Expenditures for major renewals and betterments are capitalized and depreciated. Depreciation is provided on the straight-line method over the estimated useful lives of the assets for financial reporting and on accelerated methods for income tax purposes. The lives assigned to buildings and related improvements range from 10 to 40 years, and the lives assigned to machinery and equipment range from 5 to 15 years. Upon disposal of property, plant and equipment, the cost of the asset and the related accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected in earnings. Fully depreciated assets are not removed from the accounts until physically disposed.

Impairment of Long-lived Assets – The Company reviews long-lived assets for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. For property, plant and equipment and other long-lived assets, excluding indefinite-lived intangible assets, the Company performs undiscounted operating cash flow analyses to determine if an impairment exists. If an impairment is determined to exist, any related impairment loss is calculated based on fair value. Fair value is primarily determined using discounted cash flow analyses; however, other methods may be used to substantiate the discounted cash flow analyses, including third-party valuations when necessary.

Revenue Recognition – Revenue is recognized by the Company when all of the following criteria are met: persuasive evidence of an arrangement exists; delivery has occurred and ownership has transferred to the customer; the price to the customer is fixed or determinable; and collectability is reasonably assured. Revenue is recognized at the time product is shipped to the customer, except for certain domestic shipments to overseas customers where revenue is recognized upon receipt by the customer. A significant portion of our consolidated net sales is transacted through a third party distribution network. Sales to third party distributors are subject to the revenue recognition criteria described above. Goods sold to third party distributors are subject to an annual return policy, for which a provision is made at the time of shipment based upon historical experience.

Goodwill and Other Intangibles – Goodwill and other indefinite-lived intangible assets, primarily tradenames, are tested for impairment at least annually on the last day of the Company's fiscal year and more frequently if an event occurs which indicates the asset may be impaired. If applicable, goodwill and other indefinite-lived intangible assets not subject to amortization have been assigned to reporting units for purposes of impairment testing based upon the relative fair value of the asset to each reporting unit.

A significant amount of judgment is involved in determining if an indicator of impairment has occurred. Such indicators may include, among others: a significant decline in expected future cash flows; a sustained, significant decline in the Company's stock price and market capitalization; a significant adverse change in legal factors or in the business climate; unanticipated competition; the testing for recoverability of a significant asset group within a reporting unit; and slower growth rates. Any adverse change in these factors could have a significant impact on the recoverability of these assets and could have a material impact on the Company's consolidated financial statements.

Impairment of goodwill is measured according to a two-step approach. In the first step, the fair value of a reporting unit, as defined, is compared to the carrying value of the reporting unit, including goodwill. The fair value is primarily determined using discounted cash flow analyses; however, other methods may be used to substantiate the discounted cash flow analyses, including third party valuations. For purposes of the June 30, 2014, impairment analysis, the Company has utilized discounted cash flow analyses. If the carrying amount exceeds the fair value, the second step of the goodwill impairment test is performed to measure the amount of the impairment loss, if any. In the second step, the implied value of the goodwill is estimated as the fair value of the reporting unit less the fair value of all other tangible and identifiable intangible assets of the reporting unit. If the carrying amount of the goodwill exceeds the implied fair value of the goodwill, an impairment loss is recognized in an amount equal to that excess, not to exceed the carrying amount of the goodwill.

Based upon the goodwill impairment review completed in conjunction with the preparation of the annual financial statements at the end of fiscal 2014, which incorporates management's best estimates of economic and market conditions over the projected period and a weighted-average cost of capital that reflects current market conditions, it was determined that the fair value of goodwill for each of the reporting units exceeded the carrying value and therefore goodwill was not impaired.

The fair value of the Company's other intangible assets with indefinite lives, primarily tradenames, is estimated using the relief-from-royalty method, which requires assumptions related to projected revenues; assumed royalty rates that could be payable if the Company did not own the asset; and a discount rate. The Company completed the impairment testing of indefinite-lived intangibles as of June 30, 2014, and concluded there were no impairments.

Changes in circumstances, existing at the measurement date or at other times in the future, or in the numerous estimates associated with management's judgments, assumptions and estimates made in assessing the fair value of goodwill and other indefinite-lived intangibles, could result in an impairment charge in the future. The Company will continue to monitor all significant estimates and impairment indicators, and will perform interim impairment reviews as necessary.

Any cost incurred to extend or renew the term of an indefinite lived intangible asset are expensed as incurred.

Deferred Taxes – The Company recognizes deferred tax liabilities and assets for the expected future income tax consequences of events that have been recognized in the Company's financial statements. Under this method, deferred tax liabilities and assets are determined based on the temporary differences between the financial statement carrying amounts and the tax bases of assets and liabilities using enacted tax rates in effect in the years in which temporary differences are expected to reverse. Valuation allowances are provided for deferred tax assets where it is considered more likely than not that the Company will not realize the benefit of such assets.

Management Estimates – The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual amounts could differ from those estimates.

Shipping and Handling Fees and Costs – The Company records revenue from shipping and handling costs in net sales. The cost associated with shipping and handling of products is reflected in cost of goods sold.

Out-of-Period Adjustments

During the first quarter of fiscal 2014, the Company recorded out-of-period adjustments related to the correction of errors identified late in the year-end closing process of fiscal 2013 that were deemed immaterial for adjustment to the fiscal 2013 financial statements. The impact of these corrections to the fiscal 2014 first quarter and full year results was to increase earnings before income taxes and noncontrolling interest by $437,000 and increase net earnings attributable to Twin Disc by $69,000 (after considering applicable tax effects). The nature of these errors is as follows:

- The Company had over accrued for certain payroll related items totaling $337,000 as of June 30, 2013, resulting in an increase to earnings from operations.
- The Company had overstated its warranty accrual by $217,000 as of June 30, 2013, resulting in an increase to earnings from operations.
- The Company determined that work-in-process inventory had been overstated by $117,000 as of June 30, 2013. As a result, additional cost of goods sold was recorded in the first quarter of fiscal 2014, resulting in a decrease to earnings from operations.
- The Company's deferred tax liabilities were understated by $285,000 as of June 30, 2013, resulting in additional tax expense.

The Company does not believe these errors are material to its financial statements for any prior period, nor that the correction of these errors is material to the year ended June 30, 2014.

Recently Issued Accounting Standards

In June 2014, the Financial Accounting Standards Board ("FASB") issued stock compensation guidance requiring that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. The amendments in this guidance are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2015 (the Company's fiscal 2017). The adoption of this guidance is not expected to have a material impact on the Company's financial disclosures.

In May 2014, the FASB issued updated guidance on revenue from contracts with customers. This revenue recognition guidance supersedes existing US GAAP guidance, including most industry-specific guidance. The core principle is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance identifies steps to apply in achieving this principle. This updated guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2016 (the Company's fiscal 2018). The Company is currently evaluating the potential impact of this guidance on the Company's financial disclosures and results.

In April 2014, the FASB issued updated guidance on the reporting for discontinued operations. Under the new guidance, only disposals representing a strategic shift in operations should be presented as discontinued operations. The new guidance also requires expanded financial disclosures about discontinued operations. The amendments in this updated guidance are effective for the first quarter of the Company's fiscal 2016. The adoption of this guidance is not expected to have a material impact on the Company's financial disclosures.

In July 2013, the FASB issued guidance stating that, except in certain defined circumstances, an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2013 (the Company's fiscal 2015). The adoption of this guidance is not expected to have a material impact on the Company's financial disclosures.

In March 2013, the FASB issued guidance on the parent company's accounting for the cumulative translation adjustment upon derecognition of certain subsidiaries or groups of assets within a foreign entity or of an investment in a foreign entity. This guidance clarifies the circumstances under which the related cumulative translation adjustment should be released into net income. This guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2013 (the Company's fiscal 2015). The adoption of this guidance is not expected to have a material impact on the Company's financial results.

B. INVENTORIES

The major classes of inventories at June 30 were as follows (in thousands):

	2014	2013
Finished parts	$ 66,418	$ 68,594
Work-in-process	12,419	11,880
Raw materials	18,742	22,300
	$ 97,579	$102,774

Inventories stated on a LIFO basis represent approximately 28% and 30% of total inventories at June 30, 2014 and 2013, respectively. The approximate current cost of the LIFO inventories exceeded the LIFO cost by $27,180,000 and $25,101,000 at June 30, 2014 and 2013, respectively. The Company had reserves for inventory obsolescence of $7,591,000 and $7,122,000 at June 30, 2014 and 2013, respectively.

C. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment at June 30 were as follows (in thousands):

	2014	2013
Land	$ 5,310	$ 4,977
Buildings	44,540	42,712
Machinery and equipment	141,665	138,223
	191,515	185,912
Less: accumulated depreciation	131,248	123,597
	$60,267	$62,315

Depreciation expense for the years ended June 30, 2014, 2013 and 2012, was $10,180,000, $10,120,000 and $9,947,000, respectively.

D. GOODWILL AND OTHER INTANGIBLES

The changes in the carrying amount of goodwill, substantially all of which is allocated to the manufacturing segment, for the years ended June 30, 2014 and 2013, were as follows (in thousands):

	Gross Carrying Amount	Accumulated Impairment	Net Book Value
Balance at June 30, 2012	$16,786	$(3,670)	$13,116
Translation adjustment	116	—	116
Balance at June 30, 2013	16,902	(3,670)	13,232
Translation adjustment	231	—	231
Balance at June 30, 2014	$17,133	$(3,670)	$13,463

The Company conducted its annual assessment for goodwill impairment during the fourth fiscal quarter of 2014 and concluded these assets are not impaired.

The Company conducted its annual assessment for goodwill impairment in the fourth quarter of fiscal 2012 by applying a fair value based test using discounted cash flow analyses, in accordance with ASC 350-10, "Intangibles – Goodwill and Other." The inputs utilized in the discounted cash flow analysis used to measure the fair value of goodwill are considered Level 3 in the fair value hierarchy. The result of this assessment identified that one of the Company's reporting units goodwill was fully impaired, necessitating a non-cash charge of $3,670,000. The impairment was due to a declining outlook in the global pleasure craft/mega-yacht market, the weakened European economy, few signs of significant near-term recovery in the markets served by this reporting unit and the heightened economic risk profile of this Italian reporting unit as of June 30, 2012. These factors were identified as the Company conducted its annual budget review process during the fourth fiscal quarter, and the Company concluded that the impairment charge was necessary in connection with the preparation of the year end financial statements. The fair value of the goodwill for the remaining reporting units exceeds the respective carrying values.

At June 30, the following acquired intangible assets have definite useful lives and are subject to amortization (in thousands):

2014	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Book Value
Licensing agreements	$ 3,015	$(2,445)	$ —	$ 570
Non-compete agreements	2,128	(2,045)	(83)	—
Trade name	2,009	(100)	—	1,909
Other	6,482	(5,193)	(1,194)	95
	$13,634	$(9,783)	$1,277	$2,574

2013	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment	Net Book Value
Licensing agreements	$ 3,015	$(2,385)	$ —	$ 630
Non-compete agreements	2,124	(1,939)	(83)	102
Other	6,468	(4,982)	(1,194)	292
	$11,607	$(9,306)	$(1,277)	$1,024

Other intangibles consist of certain amortizable acquisition costs, proprietary technology, computer software, certain customer relationships and debt issuance costs on the 6.05% notes.

During the fourth quarter of fiscal 2013, the Company committed to a plan and entered negotiations to exit the distribution agreement and sell the inventory of its Italian distributor back to the parent supplier. This decision triggered an impairment review of the long lived assets at this entity, resulting in an impairment charge of $1,405,000, representing a complete impairment of the remaining intangibles ($1,277,000) and fixed assets ($128,000) for this entity. The impairment charge was determined by deriving the fair value of the asset group utilizing a discounted cash flow model. Significant inputs to this model include the discount rate, sales projections and profitability estimates. These inputs would be considered Level 3 in the fair value hierarchy.

The weighted average remaining useful life of the intangible assets included in the table above is approximately 16 years.

Intangible amortization expense for the years ended June 30, 2014, 2013 and 2012, was $477,000, $718,000 and $809,000, respectively. Estimated intangible amortization expense for each of the next five fiscal years is as follows (in thousands):

Fiscal Year	
2015	$ 251
2016	165
2017	160
2018	160
2019	160
Thereafter	1,678
	$2,574

The gross carrying amount of the Company's intangible assets that have indefinite lives and are not subject to amortization as of June 30, 2014 and 2013, are $223,000 and $2,125,000, respectively. These assets are comprised of acquired tradenames. Based on the Company's reassessment of the useful lives assigned to intangible assets during the first quarter of fiscal 2014, it was determined that certain indefinite lived trade names should be reclassified to definite lived. As such, the Company assigned a 20-year useful life to the trade names.

E. ACCRUED LIABILITIES

Accrued liabilities at June 30 were as follows (in thousands):

	2014	2013
Salaries and wages	$ 6,648	$ 9,513
Retirement benefits	4,909	3,973
Warranty	3,917	3,910
Customer advances/deferred revenue	3,082	7,234
Accrued income tax	1,913	2,541
Distributor rebate	3,242	3,636
Other	7,554	8,364
	$31,265	$39,171

F. WARRANTY

The Company warrants all assembled products, parts (except component products or parts on which written warranties are issued by the respective manufacturers thereof and are furnished to the original customer, as to which the Company makes no warranty and assumes no liability) and service against defective materials or workmanship. Such warranty generally extends from periods ranging from 12 months to 24 months. The Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its suppliers. However, its warranty obligation is affected by product failure rates, the number of units affected by the failure and the expense involved in satisfactorily addressing the situation. The warranty reserve is established based on our best estimate of the amounts necessary to settle future and existing claims on products sold as of the balance sheet date. When evaluating the adequacy of the reserve for warranty costs, management takes into consideration the term of the warranty coverage, historical claim rates and costs of repair, knowledge of the type and volume of new products and economic trends. While we believe the warranty reserve is adequate and that the judgment applied is appropriate, such amounts estimated to be due and payable in the future could differ materially from what actually transpires. The following is a listing of the activity in the warranty reserve during the years ended June 30 (in thousands):

	2014	2013
Reserve balance, July 1	$5,701	$5,745
Current period expense	2,214	4,864
Payments or credits to customers	(2,055)	(4,953)
Translation adjustment	108	45
Reserve balance, June 30	$5,968	$5,701

The current portion of the warranty accrual ($3,917,000 and $3,910,000 for fiscal 2014 and 2013, respectively) is reflected in accrued liabilities, while the long-term portion ($2,051,000 and $1,791,000 for fiscal 2014 and 2013, respectively) is included in other long-term liabilities on the Consolidated Balance Sheets.

G. DEBT

Notes Payable

Notes payable consists of amounts borrowed under unsecured line of credit agreements. These lines of credit may be withdrawn at the option of the banks. The following is aggregate borrowing information at June 30 (in thousands):

	2014	2013
Available credit lines	$ 3,372	$18,072
Unused credit lines	3,372	18,072
Total notes payable	$ —	$ —
Weighted-average interest rates on credit lines	2.9%	2.1%

Long-Term Debt

Long-term debt consisted of the following at June 30 (in thousands):

	2014	2013
Revolving loan agreement	$11,200	$16,300
10-year unsecured senior notes	7,143	10,714
Capital lease obligations	29	44
Other long-term debt	32	95
Subtotal	18,404	27,153
Less: current maturities	(3,604)	(3,681)
Total long-term debt	$14,800	$23,472

On June 30, 2014, the Company and its wholly-owned subsidiary, Twin Disc International S.A. ("Twinsa") entered into a multi-currency revolving loan agreement with Wells Fargo Bank, National Association ("Wells Fargo"). Pursuant to the Credit Agreement, the Company and Twinsa may, from time to time, enter into revolving credit loans in amounts not to exceed, in the aggregate, Wells Fargo's revolving credit commitment of $60,000,000. In general, outstanding revolving credit loans will bear interest at LIBOR plus 1.00%. The rate was 1.16% at June 30, 2014. In addition to principal and interest payments, the Company and Twinsa will be responsible for paying a quarterly commitment fee equal to 0.15% of the average daily unused revolving credit commitment. The Company and Twinsa have the option of making additional prepayments subject to certain limitations. The Credit Agreement is scheduled to expire on May 31, 2018. The outstanding balance of $11,200,000 at June 30, 2014, is classified as long-term debt. This agreement contains certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants include a minimum consolidated adjusted net worth amount, a minimum EBITDA for the most recent four fiscal quarters of $11,000,000 at June 30, 2014, and a maximum total funded debt to EBITDA ratio of 3.0 at June 30, 2014. As of June 30, 2014, the Company was in compliance with these financial covenants. The minimum adjusted net worth covenant fluctuates based upon actual earnings, and the Company's compliance with that covenant is based on the Company's shareholders' equity as adjusted by certain pension accounting items. As of June 30, 2014, the minimum adjusted equity requirement was $120,831,000, and the Company was in compliance with this covenant.

Prior to June 30, 2014, the Company had a revolving loan agreement with BMO Harris Bank NA (BMO), successor by merger to M&I Marshall & Ilsley Bank. During the fourth quarter of fiscal 2011, the total commitment was increased to $40,000,000 from $35,000,000 and the term was extended to May 31, 2015. The outstanding balance of $16,300,000 at June 30, 2013, was classified as long-term debt. In accordance with the loan agreement, as amended, the Company could borrow at LIBOR plus an additional "Add-On," between 1.5% and 2.5%, depending on the Company's total funded debt to EBITDA ratio. The rate was 1.84% at June 30, 2013. This agreement contained certain covenants, including restrictions on investments, acquisitions and indebtedness. Financial covenants included a minimum consolidated net worth amount, as defined, a minimum EBITDA for the most recent four fiscal quarters, and a maximum total funded debt to EBITDA ratio. As of June 30, 2013, the Company was in compliance with these financial covenants. On June 30, 2014, the Company terminated the BMO agreement and paid the full outstanding amounts owed as of June 30, 2014, which totaled $14,042,534. The Company did not incur any early termination penalties in connection with the termination of the BMO agreement.

On June 30, 2014, the Company entered into an Amended and Restated Note Purchase and Private Shelf Agreement (the "Prudential Agreement"). Among other things, the Prudential Agreement: (a) amends and restates the "Note Agreement" between the Company and Purchasers dated as of April 10, 2006, as it has been amended from time to time (the "2006 Agreement"); and (b) sets forth the terms of the potential sale and purchase of up to $50,000,000 in "Shelf Notes" as defined in the Prudential Agreement (the "Shelf Notes") by the Company to Prudential. The notes sold by the Company to the Existing Holders under the 2006 Agreement (the "2006 Notes") are deemed outstanding under, and are governed by, the terms of the Prudential Agreement. The 2006 Notes bear interest on the outstanding principal balance at a fixed rate of 6.05% per annum and mature on April 10, 2016.

The 2006 Notes mature and become due and payable in full on April 10, 2016 (the "Payment Date"). Prior to the Payment Date, the Company is obligated to make quarterly payments of interest during the term of the 2006 Notes, plus prepayments of principal of $3,571,429 on April 10 of each year from 2010 to 2015, inclusive. The outstanding balance was $7,142,857 and $10,714,286 at June 30, 2014 and June 30, 2013, respectively. Of the outstanding balance, $3,571,429 was classified as a current maturity of long-term debt at June 30, 2014 and June 30, 2013, respectively. The remaining $3,571,429 is classified as long-term debt. In addition to the interest payments and any mandatory principal payments required under the terms of the Shelf Note, the Company will pay an issuance fee of 0.10% of the aggregate principal balance of each of the Shelf Notes sold to, and purchased by, Prudential. In addition the Company will pay a one-time structuring fee of $25,000 on or before September 30, 2014, unless there is an acceptance of a sale of Shelf Notes prior to such date, in which case the structuring fee will be waived. The Company may prepay the Shelf Notes or the 2006 Notes, subject to certain limitations. At no time during the term of the Prudential Agreement may the aggregate outstanding principal amount of the 2006 Notes and the Shelf Notes exceed $35,000,000. The Prudential Agreement includes financial covenants regarding minimum net worth, minimum EBIDTA for the most recent four (4) fiscal quarters of $11,000,000 and a maximum total funded debt to EBIDTA ratio of 3.0. As of June 30, 2014, the Company was in compliance with these financial covenants. In addition, the Company will be required to make an offer to purchase the 2006 Notes and Shelf Notes upon a Change of Control, and any such offer must include the payment of a Yield-Maintenance Amount. The Prudential Agreement also includes certain covenants that limit, among other things, certain indebtedness, acquisitions and investments. The Prudential Agreement also has a most favored lender provision whereby the Prudential Agreement shall be automatically modified to include any additional covenant or event of default that is included in any agreement evidencing, securing, guarantying or otherwise related to other indebtedness in excess of $1,000,000.

Prior to June 30, 2014, the Company and its wholly-owned subsidiary Twin Disc International, S.A. had a multi-currency revolving Credit Agreement with Wells Fargo Bank, National Association (the "Prior Credit Agreement"). The Company entered into this agreement on November 19, 2012. Pursuant to the Prior Credit Agreement, the Company could, from time to time, enter into revolving credit loans in amounts not to exceed, in the aggregate, Wells Fargo's revolving credit commitment of $15,000,000. In general, outstanding revolving credit loans (other than foreign currency loans) would bear interest at one of the following rates, as selected by the Company: (1) a "Base Rate," which is equal to the highest of (i) the prime rate; (ii) the federal funds rate plus 0.50%; or (iii) LIBOR plus 1.00%; or (2) a "LIBOR Rate" (which is equal to LIBOR divided by the difference between 1.00 and the Eurodollar Reserve Percentage (as defined in the Prior Credit Agreement)) plus 1.50%. Outstanding revolving credit loans that are foreign currency loans would bear interest at the LIBOR Rate plus 1.50%, plus an additional "Mandatory Cost," which was designed to compensate Wells Fargo for the cost of compliance with the requirements of the Bank of England and/or the Financial Services Authority, or the requirements of the European Central Bank. In addition to principal and interest payments, the Borrowers were responsible for paying monthly commitment fees equal to 0.25% of the unused revolving credit commitment. The Company had the option of making additional prepayments subject to certain limitations. The Prior Credit Agreement included financial covenants regarding minimum net worth, minimum EBITDA for the most recent four fiscal quarters of $11,000,000, and a maximum total funded debt to EBITDA ratio of 3.0. As of June 30, 2014, the Company was in compliance with these financial covenants. The Prior Credit Agreement also included certain restrictive covenants that limit, among other things, certain investments, acquisitions and indebtedness. The Prior Credit Agreement provided that it shall automatically include any covenants or events of default not previously included in the Prior Credit Agreement to the extent such covenants or events of default were granted to any other lender of an amount in excess of $1,000,000. The Prior Credit Agreement also included customary events of default, including events of default under the BMO agreement or the Prudential Note Agreement. Following an event of default, Wells Fargo could accelerate all amounts outstanding under any revolving credit notes or the Prior Credit Agreement. The Prior Credit Agreement was scheduled to expire on May 31, 2015. However, by entering into the $60,000,000 Wells Fargo multi-currency revolving Credit Agreement noted above, the Company also terminated this $15,000,000 multi-currency revolving Credit Agreement. As of June 30, 2014, there were no borrowings under the Prior Credit Agreement.

The aggregate scheduled maturities of outstanding long-term debt obligations in subsequent years are as follows (in thousands):

Fiscal Year	
2015	$ 3,604
2016	3,571
2017	—
2018	11,200
2019	—
Thereafter	29
	$18,404

H. LEASE COMMITMENTS

Approximate future minimum rental commitments under noncancellable operating leases are as follows (in thousands):

Fiscal Year	
2015	$ 2,719
2016	1,751
2017	1,583
2018	1,153
2019	149
Thereafter	21
	$ 7,376

Total rent expense for operating leases approximated $3,920,000, $3,863,000 and $3,657,000 in fiscal 2014, 2013 and 2012, respectively.

I. SHAREHOLDERS' EQUITY

The total number of shares of common stock outstanding at June 30, 2014, 2013 and 2012 was 11,261,873, 11,212,952 and 11,304,487, respectively. At June 30, 2014, 2013 and 2012, treasury stock consisted of 1,837,595, 1,886,516 and 1,794,981 shares of common stock, respectively. The Company issued 51,921, 123,997 and 69,593 shares of treasury stock in fiscal 2014, 2013 and 2012, respectively, to fulfill its obligations under the stock option plans and restricted stock grants. The Company also recorded a forfeiture of 3,000 shares of previously issued restricted stock in the fourth quarter of fiscal 2014. The difference between the cost of treasury shares and the option price is recorded in common stock.

On February 1, 2008, the Board of Directors authorized the purchase of 500,000 shares of common stock at market values. In fiscal 2009, the Company purchased 250,000 shares of its outstanding common stock at an average price of $7.25 per share for a total cost of $1,812,500. In fiscal 2012, the Company purchased 125,000 shares of its outstanding common stock at an average price of $19.40 per share for a total cost of $2,425,000. On July 27, 2012, the Board of Directors authorized the purchase of an additional 375,000 shares of common stock at market values. This authorization has no expiration. In fiscal 2013, the Company purchased 185,000 shares of its outstanding common stock at an average price of $16.59 per share for a total cost of $3,068,652.

Cash dividends per share were $0.36, $0.36 and $0.34 in fiscal 2014, 2013 and 2012, respectively.

Effective June 30, 2008, the Company's Board of Directors established a Shareholder Rights Plan and distributed to shareholders one preferred stock purchase right (a "Right') for each outstanding share of common stock. This Shareholder Rights Plan was amended on May 1, 2012. Under certain circumstances, a Right can be exercised to purchase one four-hundredth of a share of Series A Junior Preferred Stock at an exercise price of $125, subject to certain anti-dilution adjustments. The Rights will become exercisable on the earlier of: (i) ten business days following a public announcement that a person or group of affiliated or associated persons (an "Acquiring Person") has acquired, or obtained the right to acquire from shareholders, beneficial ownership of 20% or more of the outstanding Company's common stock (or 30% or more in the case of any person or group which currently owns 20% or more of the shares or who shall become the beneficial owner of 20% or more of the shares as a result of any transfer by reason of the death of or by gift from any other person who is an affiliate or an associate of such existing holder or by succeeding such a person as trustee of a trust existing on the Record Date ("Existing Holder")) or (ii) ten business days following the commencement of a tender offer or exchange offer that would result in a person or group beneficially owning 20% or more of such outstanding Common Stock (or 30% or more for an Existing Holder), as such periods may be extended pursuant to the Rights Agreement. In the event that any person or group becomes an Acquiring Person, each holder of a Right shall thereafter have the right to receive, upon exercise, in lieu of Preferred Stock, common stock of the Company having a value equal to two times the exercise price of the Right. However, Rights are not exercisable as described in this paragraph until such time as the Rights are no longer redeemable by the Company as set forth below. Notwithstanding any of the foregoing, if any person becomes an Acquiring Person all Rights that are, or (under certain circumstances specified in the Rights Agreement) were, beneficially owned by an Acquiring Person will become null and void.

The Rights will expire at the close of business on June 30, 2018, unless earlier redeemed or exchanged by the Company. At any time before a person becomes an Acquiring Person, the Company may redeem the Rights in whole, but not in part, at a price of $.01 per Right, appropriately adjusted to reflect any stock split, stock dividend or similar transaction occurring after the date hereof. Immediately upon the action of the Board of Directors ordering redemption of the Rights, the Rights will terminate and the only right of the holders of Rights will be to receive the $.01 redemption price.

The Company is authorized to issue 200,000 shares of preferred stock, none of which have been issued. The Company has designated 150,000 shares of the preferred stock for the purpose of the Shareholder Rights Plan.

The components of accumulated other comprehensive loss included in equity as of June 30, 2014 and 2013, are as follows (in thousands):

	2014	2013
Translation adjustments	$ 20,779	$ 16,949
Benefit plan adjustments, net of income taxes of $21,436 and $25,242, respectively	(36,722)	(42,848)
Accumulated other comprehensive loss	$(15,943)	$(25,899)

A reconciliation for the changes in accumulated other comprehensive income (loss), net of tax, by component for the year ended June 30, 2014, is as follows:

	Translation Adjustment	Benefit Plan Adjustment
Balance at June 30, 2013	$ 16,949	$ (42,848)
Other comprehensive loss before reclassifications	3,830	3,950
Amounts reclassified from accumulated other comprehensive income (loss)	—	2,176
Net current period other comprehensive income	3,830	6,126
Balance at June 30, 2014	$ 20,779	$ (36,722)

A reconciliation for the reclassifications out of accumulated other comprehensive income (loss), net of tax for the year ended June 30, 2014, is as follows:

Amortization of benefit plan items	Amount Reclassified
Actuarial losses	$ (3,496)
Transition asset and prior service benefit	(31)
Total before tax benefit	(3,527)
Tax benefit	1,351
Total reclassification, net of tax	$ (2,176)

J. BUSINESS SEGMENTS AND FOREIGN OPERATIONS

The Company and its subsidiaries are engaged in the manufacture and sale of marine and heavy duty off-highway power transmission equipment. Principal products 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 controls systems. The Company sells to both domestic and foreign customers in a variety of market areas, principally pleasure craft, commercial and military marine markets, as well as in the energy and natural resources, government and industrial markets.

Net sales by product group is summarized as follows (in thousands):

	2014	2013	2012
Industrial	$ 41,188	$ 48,110	$ 54,062
Land-based transmissions	67,055	68,535	146,686
Marine and propulsion systems	149,432	162,823	151,407
Other	6,234	5,814	3,715
Total	$263,909	$285,282	$355,870

Industrial products include clutches, power take-offs and pump drives sold to the agriculture, recycling, construction and oil and gas markets. The land based transmission products include applications for oil field and natural gas, military and airport rescue and fire fighting. The marine and propulsion systems include marine transmission, controls, surface drives, propellers and boat management systems for the global commercial, pleasure craft and patrol boat markets. Other products includes non-Twin Disc manufactured product sold through our Company-owned distribution entities.

The Company has two reportable segments: manufacturing and distribution. These segments are managed separately because each provides different services and requires different technology and marketing strategies. The accounting practices of the segments are the same as those described in the summary of significant accounting policies. Transfers among segments are at established inter-company selling prices. Management evaluates the performance of its segments based on net earnings.

Information about the Company's segments is summarized as follows (in thousands):

2014	Manufacturing	Distribution	Total
Net sales	$227,590	$121,389	$348,979
Intra-segment sales	18,416	9,926	28,342
Inter-segment sales	53,960	2,768	56,728
Interest income	311	22	333
Interest expense	2,565	45	2,610
Income taxes	6,233	1,432	7,665
Depreciation and amortization	8,566	549	9,115
Net earnings attributable to Twin Disc	7,029	6,285	13,314
Assets	254,652	57,233	311,885
Expenditures for segment assets	6,429	315	6,744
2013			
Net sales	$245,592	$130,360	$375,952
Intra-segment sales	16,140	15,127	31,267
Inter-segment sales	55,746	3,657	59,403
Interest income	479	19	498
Interest expense	3,248	62	3,310
Income taxes	5,112	1,630	6,742
Depreciation and amortization	8,817	497	9,314
Net earnings attributable to Twin Disc	10,141	5,840	15,981
Assets	258,617	56,965	315,582
Expenditures for segment assets	5,705	349	6,054
2012			
Net sales	$325,174	$129,411	$454,585
Intra-segment sales	16,189	7,672	23,861
Inter-segment sales	71,134	3,720	74,854
Interest income	688	39	727
Interest expense	3,798	64	3,862
Income taxes	19,444	2,460	21,904
Depreciation and amortization	8,373	871	9,244
Net earnings attributable to Twin Disc	29,572	7,196	36,768
Assets	272,098	58,275	330,373
Expenditures for segment assets	11,821	1,158	12,979

The following is a reconciliation of reportable segment net sales, net earnings and assets to the Company's consolidated totals (in thousands):

	2014	2013	2012
Net sales			
Total net sales from reportable segments	$348,979	$375,952	$454,585
Elimination of intercompany sales	(85,070)	(90,670)	(98,715)
Total consolidated net sales	$263,909	$285,282	$355,870
Net earnings attributable to Twin Disc			
Total net earnings from reportable segments	$ 13,314	$ 15,981	$ 36,768
Other corporate expenses	(9,670)	(12,099)	(10,025)
Total consolidated net earnings attributable to Twin Disc	$ 3,644	$ 3,882	$ 26,743
Assets			
Total assets for reportable segments	$311,885	$315,582	
Corporate assets and eliminations	(44,900)	(30,124)	
Total consolidated assets	$266,985	$285,458	

Other significant items (in thousands):

2014	Segment Totals	Adjustments	Consolidated Totals
Interest income	$ 333	$ (212)	$ 121
Interest expense	2,610	(1,674)	936
Income taxes	7,665	(3,439)	4,226
Depreciation and amortization	9,115	1,542	10,657
Expenditures for segment assets	6,744	501	7,245
2013			
Interest income	$ 498	$ (396)	$ 102
Interest expense	3,310	(1,875)	1,435
Income taxes	6,742	(1,756)	4,986
Depreciation and amortization	9,314	1,524	10,838
Expenditures for segment assets	6,054	528	6,582
2012			
Interest income	$ 727	$ (632)	$ 95
Interest expense	3,862	(2,387)	1,475
Income taxes	21,904	(4,089)	17,815
Depreciation and amortization	9,244	1,512	10,756
Expenditures for segment assets	12,979	754	13,733

All adjustments represent inter-company eliminations and corporate amounts.

Geographic information about the Company is summarized as follows (in thousands):

	2014	2013	2012
Net sales			
United States	$108,380	$127,844	$165,658
China	33,830	29,119	19,955
Italy	17,396	19,140	27,075
Canada	9,277	10,846	44,889
Other countries	95,026	98,333	98,293
Total	$263,909	$285,282	$355,870

Net sales by geographic region are based on product shipment destination.

	2014	2013
Long-lived assets		
United States	$46,821	$51,618
Switzerland	8,196	7,964
Belgium	7,450	7,262
Italy	3,531	3,817
Other countries	2,074	2,330
Total	$68,072	$72,991

One customer, Sewart Supply, Inc. (a distributor of Twin Disc), accounted for approximately 11% and 11% of consolidated net sales in fiscal 2014 and 2013, respectively. There were no customers that accounted for 10% or more of consolidated net sales in fiscal 2012.

K. STOCK-BASED COMPENSATION

During fiscal 2011, the Company adopted the Twin Disc, Incorporated 2010 Stock Incentive Plan for Non-Employee Directors (the "Directors' Plan"), a plan to grant non-employee directors equity based awards up to 250,000 shares of common stock, and the Twin Disc, Incorporated 2010 Long-Term Incentive Compensation Plan (the "Incentive Plan"), a plan under which officers and key employees may be granted equity based awards up to 650,000 shares of common stock. The Directors' Plan may grant options to purchase shares of common stock, at the discretion of the board, to non-employee directors who are elected or reelected to the board, or who continue to serve on the board. Such options carry an exercise price equal to the fair market value of the Company's common stock as of the date of grant, vest immediately, and expire ten years after the date of grant. Options granted under the Incentive Plan are determined to be non-qualified or incentive stock options as of the date of grant, and may carry a vesting schedule. For options under the Incentive Plan that are intended to qualify as incentive stock options, if the optionee owns more than 10% of the total combined voting power of the Company's stock, the price will not be less than 110% of the grant date fair market value and the options expire five years after the date of grant. There were no incentive options granted to a greater than 10% shareholder during the years presented. There were no options outstanding under the Directors' Plan and the Incentive Plan as of June 30, 2014 and 2013.

The Company has 21,600 non-qualified stock options outstanding as of June 30, 2014, under the Twin Disc, Incorporated Plan for Non-Employee Directors and Twin Disc, Incorporated 2004 Stock Incentive Plans. The 2004 plans were terminated during 2011, except options then outstanding will remain so until exercised or until they expire.

Shares available for future options as of June 30 were as follows:	2014	2013
2010 Long-term Stock Incentive Compensation Plan	500,121	539,566
2010 Stock Incentive Plan for Non-employee Directors	193,858	204,988

Stock option transactions under the plans during 2014 were as follows:

	2014	Weighted Average Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Non-qualified stock options:				
Options outstanding at beginning of year	21,600	$14.88		
Granted	—	—		
Canceled/Expired	—	—		
Exercised	—	—		
Options outstanding at June 30	21,600	$14.88	3.94	$392,298
Options price range ($5.73 – $7.19)				
Number of shares	2,400			
Weighted average price	$ 6.23			
Weighted average remaining life	1.00 years			
Options price range ($10.01 – $27.55)				
Number of shares	19,200			
Weighted average price	$ 15.96			
Weighted average remaining life	4.31 years			

The Company accounts for stock based compensation in accordance with ASC Topic 718-10, "Compensation – Stock Compensation." In addition, the Company computes its windfall tax pool using the shortcut method. ASC Topic 718-10 requires the Company to expense the cost of employee services received in exchange for an award of equity instruments using the fair-value-based method. All options were 100% vested at the adoption of this statement.

During fiscal 2014, 2013 and 2012 the Company granted no non-qualified stock options. As a result, no compensation cost has been recognized in the Consolidated Statements of Operations and Comprehensive Income for fiscal 2014, 2013 and 2012, respectively.

The total intrinsic value of options exercised during the years ended June 30, 2014, 2013 and 2012, was approximately $0, $539,000 and $1,002,000, respectively.

In fiscal 2014, 2013 and 2012, the Company granted a target number of 43,154, 28,255 and 15,449 performance stock unit awards, respectively, to various employees of the Company, including executive officers. The performance stock unit awards granted in fiscal 2014 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Unit Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2016. The performance stock unit awards granted in fiscal 2014 are subject to adjustment if the Company's economic profit for the period falls below or exceeds the specified target objective, and the maximum number of performance stock units that can be awarded if the target objective is exceeded is 25,943. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock unit awards granted in fiscal 2014. The performance stock unit awards granted in fiscal 2013 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Unit Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2015. The performance stock unit awards granted in fiscal 2013 are subject to adjustment if the Company's economic profit for the period falls below or exceeds the specified target objective, and the maximum number of performance stock units that can be awarded if the target objective is exceeded is 23,449. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock unit awards granted in fiscal 2013 and has reversed previously recognized expenses related to these awards during the second quarter of fiscal 2013. The performance stock unit awards granted in fiscal 2012 are subject to adjustment if the Company's economic profit for the period falls below or exceeds the specified target objective, and the maximum number of performance stock units that can be awarded if the target objective is exceeded is 16,457. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock unit awards granted in fiscal 2012 and has reversed previously recognized expenses related to these awards during the second quarter of fiscal 2013. There were 41,160, 42,962 and 133,479 unvested performance stock unit awards outstanding at June 30, 2014, 2013 and 2012, respectively. The weighted average grant date fair value of the unvested awards at June 30, 2014 was $23.18. The performance stock unit awards are remeasured at fair-value based upon the Company's stock price at the end of each reporting period. The fair-value of the stock unit awards are expensed over the performance period for the shares that are expected to ultimately vest. The compensation expense (income) for the year ended June 30, 2014, 2013 and 2012 related to the performance stock unit award grants, approximated $0, $1,238,000 and $(631,000), respectively. At June 30, 2014, the Company had $1,331,000 of unrecognized compensation expense related to the unvested shares that would vest if the specified target objective was achieved for the fiscal 2014 and 2013 awards. The total fair value of performance stock unit awards vested in fiscal 2014, 2013 and 2012 was $0, $2,787,000 and $2,068,000, respectively. The performance stock unit awards are cash based, and are thus recorded as a liability on the Company's Consolidated Balance Sheets. As of June 30, 2014, there were no awards included in "Liabilities" due to actual results to date and the low probability of achieving any of the threshold performance levels. As of June 30, 2013, these awards are included in "Accrued liabilities" ($2,787,000) due to the awards having a performance period ending in less than one year.

In fiscal 2014, 2013 and 2012, the Company granted a target number of 17,312, 28,535 and 15,335 performance stock awards, respectively, to various employees of the Company, including executive officers. The performance stock awards granted in fiscal 2014 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2016. The performance stock awards granted in fiscal 2014 are subject to adjustment if the Company's economic profit for the period falls below or exceeds the specified target objective, and the maximum number of performance shares that can be awarded if the target objective is exceeded is 20,774. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock awards granted in fiscal 2014. The performance stock awards granted in fiscal 2013 will vest if the Company achieves a specified target objective relating to consolidated economic profit (as defined in the Performance Stock Award Grant Agreement) in the cumulative three fiscal year period ending June 30, 2015. The performance stock awards granted in fiscal 2013 are subject to adjustment if the Company's economic profit for the period falls below or exceeds the specified target objective, and the maximum number of performance shares that can be awarded if the target objective is exceeded is 32,880. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock awards granted in fiscal 2013 and has reversed previously recognized expenses related to these awards during the second quarter of fiscal 2013. The performance stock awards granted in fiscal 2012 are subject to adjustment if the Company's economic profit for the period falls below or exceeds the specified target objective, and the maximum number of performance shares that can be awarded if the target objective is exceeded is 17,689. Based upon actual results to date and the low probability of achieving the threshold performance levels, the Company is not accruing the performance stock awards granted in fiscal 2012 and has reversed previously recognized expenses related to these awards during the second quarter of fiscal 2013. There were 44,712, 42,141 and 102,391 unvested performance stock awards outstanding at June 30, 2014, 2013 and 2012, respectively. The fair value of the stock awards (on the date of grant) is expensed over the performance period for the shares that are expected to ultimately vest. The compensation expense for the year ended June 30, 2014, 2013 and 2012, related to performance stock awards, approximated $0, $209,000 and $838,000, respectively. The weighted average grant date fair value of the unvested awards at June 30, 2014 was $22.51. At June 30, 2014, the Company had $1,007,000 of unrecognized compensation expense related to the unvested shares that would vest if the specified target objective was achieved for the fiscal 2014 and 2013 awards. The total fair value of performance stock awards vested in fiscal 2014, 2013 and 2012 was $0, $2,055,000 and $1,671,000, respectively.

In addition to the performance shares mentioned above, the Company has unvested restricted stock outstanding that will vest if certain service conditions are fulfilled. The fair value of the restricted stock grants is recorded as compensation over the vesting period, which is generally 1 to 3 years. During fiscal 2014, 2013 and 2012, the Company granted 51,004, 83,729 and 43,620 service based restricted shares, respectively, to employees and non-employee directors in each year. A total of 3,000 and 30,532 shares of restricted stock were forfeited during fiscal 2014 and 2013, respectively. There were 116,297, 186,469 and 250,323 unvested shares outstanding at June 30, 2014, 2013 and 2012, respectively. Compensation expense of $1,184,000, $1,234,000 and $1,435,000 was recognized during the year ended June 30, 2014, 2013 and 2012, respectively, related to these service-based awards. The total fair value of restricted stock grants vested in fiscal 2014, 2013 and 2012 was $3,053,000, $2,177,000 and $977,000, respectively. As of June 30, 2014, the Company had $1,145,000 of unrecognized compensation expense related to restricted stock which will be recognized over the next three years.

L. ENGINEERING AND DEVELOPMENT COSTS

Engineering and development costs include research and development expenses for new products, development and major improvements to existing products, and other costs for ongoing efforts to refine existing products. Research and development costs charged to operations totaled $3,028,000, $3,058,000 and $2,657,000 in fiscal 2014, 2013 and 2012, respectively. Total engineering and development costs were $10,900,000, $10,242,000 and $10,316,000 in fiscal 2014, 2013 and 2012, respectively.

M. PENSION AND OTHER POSTRETIREMENT BENEFIT PLANS

The Company has non-contributory, qualified defined benefit pension plans covering substantially all domestic employees hired prior to October 1, 2003, and certain foreign employees. Domestic plan benefits are based on years of service, and, for salaried employees, on average compensation for benefits earned prior to January 1, 1997, and on a cash balance plan for benefits earned after January 1, 1997. The Company's funding policy for the plans covering domestic employees is to contribute an actuarially determined amount which falls between the minimum and maximum amount that can be deducted for federal income tax purposes.

On June 3, 2009, the Company announced it would freeze future accruals under the domestic defined benefit pension plans effective August 1, 2009.

In addition, the Company has unfunded, non-qualified retirement plans for certain management employees and Directors. In the case of management employees, benefits are based either on final average compensation or on an annual credit to a bookkeeping account, intended to restore the benefits that would have been earned under the qualified plans, but for the earnings limitations under the Internal Revenue Code. In the case of Directors, benefits are based on years of service on the Board. All benefits vest upon retirement from the Company.

In addition to providing pension benefits, the Company provides other postretirement benefits, including health care and life insurance benefits for certain domestic retirees. All employees retiring after December 31, 1992, and electing to continue health care coverage through the Company's group plan, are required to pay 100% of the premium cost.

The measurement date for the Company's pension and postretirement benefit plans in fiscal 2014 and 2013 was June 30.

Obligations and Funded Status

The following table sets forth the Company's defined benefit pension plans' and other postretirement benefit plans' funded status and the amounts recognized in the Company's balance sheets and statement of operations and comprehensive income as of June 30 (in thousands):

	Pension Benefits		Other Postretirement Benefits	
	2014	2013	2014	2013
Change in benefit obligation:				
Benefit obligation, beginning of year	$125,846	$133,261	$ 17,739	$ 19,645
Service cost	536	367	37	34
Interest cost	5,425	5,399	659	766
Actuarial loss (gain)	1,221	(4,123)	(60)	(938)
Contributions by plan participants	174	162	581	677
Settlements	(121)	—	—	—
Benefits paid	(9,249)	(9,220)	(2,372)	(2,445)
Benefit obligation, end of year	$123,832	$125,846	$ 16,584	$ 17,739
Change in plan assets:				
Fair value of assets, beginning of year	$ 94,723	$ 88,775	$ —	$ —
Actual return on plan assets	14,031	10,500	—	—
Employer contribution	2,816	4,506	1,791	1,768
Contributions by plan participants	174	162	581	677
Benefits paid	(9,249)	(9,220)	(2,372)	(2,445)
Fair value of assets, end of year	$102,495	$ 94,723	$ —	$ —
Funded status	$(21,337)	$ (31,123)	$(16,584)	$(17,739)
Amounts recognized in the balance sheet consist of:				
Other assets – noncurrent	$ 680	$ 566	$ —	$ —
Accrued liabilities – current	(1,189)	(389)	(2,418)	(2,470)
Accrued retirement benefits – noncurrent	(20,828)	(31,300)	(14,166)	(15,269)
Net amount recognized	$ (21,337)	$ (31,123)	$(16,584)	$(17,739)
Amounts recognized in accumulated other comprehensive loss consist of (net of tax):				
Net transition obligation	$ 340	$ 345	$ —	$ —
Actuarial net loss	33,220	38,933	3,163	3,570
Net amount recognized	$ 33,560	$ 39,278	$ 3,163	$ 3,570

The amounts in accumulated other comprehensive loss that are expected to be recognized as components of net periodic benefit cost during the next fiscal year for the qualified domestic defined benefit and other postretirement benefit plans are as follows (in thousands):

	Pension Benefits	Other Postretirement Benefits
Net transition obligation	$ 38	$ —
Actuarial net loss	2,437	638
Net amount to be recognized	$2,475	$638

The accumulated benefit obligation for all defined benefit pension plans was approximately $123,832,000 and $125,846,000 at June 30, 2014 and 2013, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets (in thousands):

	June 30, 2014	June 30, 2013
Projected and accumulated benefit obligation	$122,045	$123,933
Fair value of plan assets	100,028	92,244

Components of Net Periodic Benefit Cost
(in thousands)

	Pension Benefits		
	2014	2013	2012
Service cost	$ 536	$ 367	$ 292
Interest cost	5,425	5,399	6,231
Expected return on plan assets	(6,591)	(6,382)	(7,766)
Settlement loss	—	5	11
Amortization of transition obligation	32	35	34
Amortization of actuarial net loss	2,894	3,357	2,319
Net periodic benefit cost	$2,296	$2,781	$1,121

	Other Postretirement Benefits		
	2014	2013	2012
Service cost	$ 37	$ 34	$ 41
Interest cost	659	766	985
Amortization of prior service cost	—	—	(508)
Amortization of actuarial net loss	602	792	929
Net periodic benefit cost	$1,298	$1,592	$1,447

Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income for Fiscal 2014 (Pre-tax, in thousands):

	Pension	Other Postretirement Benefits
Net gain	$ (6,303)	$ (59)
Amortization of prior service benefit	7	—
Amortization of transition asset	(38)	—
Amortization of net (loss) gain	(2,894)	(602)
Total recognized in other comprehensive income	(9,228)	(661)
Net periodic benefit cost	2,296	1,298
Total recognized in net periodic benefit cost and other comprehensive income	$ (6,932)	$ 637

Additional Information

	Pension Benefits		Other Postretirement Benefits	
Assumptions (as of June 30, 2014 and 2013)	2014	2013	2014	2013
Weighted average assumptions used to determine benefit obligations at June 30:				
Discount rate	4.06%	4.35%	3.76%	3.99%
Expected return on plan assets	7.39%	7.41%	—	—

	Pension Benefits			Other Postretirement Benefits		
	2014	2013	2012	2014	2013	2012
Weighted average assumptions used to determine net periodic benefit cost for years ended June 30:						
Discount rate	4.35%	4.20%	5.16%	3.99%	4.20%	5.16%
Expected return on plan assets	7.41%	7.50%	8.50%			

The assumed weighted-average health-care cost trend rate was 8.0% in 2014, grading down to 5% in 2023. A 1% increase in the assumed health-care cost trend would increase the accumulated postretirement benefit obligation by approximately $351,000 and the service and interest cost by approximately $13,000. A 1% decrease in the assumed health-care cost trend would decrease the accumulated postretirement benefit obligation by approximately $316,000 and the service and interest cost by approximately $12,000.

Plan Assets

The Company's Pension Committee ("Committee") oversees investment matters related to the Company's funded benefit plans. The Committee works with external actuaries and investment consultants on an ongoing basis to establish and monitor investment strategies and target asset allocations. The overall objective of the Committee's investment strategy is to earn a rate of return over time to satisfy the benefit obligations of the pension plans and to maintain sufficient liquidity to pay benefits and address other cash requirements of the pension plans. The Committee has established an Investment Policy Statement which provides written documentation of the Company's expectations regarding its investment programs for the pension plans, establishes objectives and guidelines for the investment of the plan assets consistent with the Company's financial and benefit-related goals, and outlines criteria and procedures for the ongoing evaluation of the investment program. The Company employs a total return on investment approach whereby a mix of investments among several asset classes are used to maximize long-term return of plan assets while avoiding excessive risk. Investment risk is measured and monitored on an ongoing basis through quarterly investment portfolio reviews, and annual liability measurements.

The Company's pension plan weighted-average asset allocations at June 30, 2014 and 2013 by asset category are as follows:

	Target	June 30	
Asset Category	Allocation	2014	2013
Equity securities	65%	65%	64%
Debt securities	25%	23%	26%
Real estate	10%	12%	10%
	100%	100%	100%

Due to market conditions and other factors, actual asset allocation may vary from the target allocation outlined above. The domestic pension plans held 98,211 shares of Company stock with a fair market value of $3,245,874 (3.2 percent of total plan assets) at June 30, 2014, and 98,211 shares with a fair market value of $2,327,601 (2.5 percent of total plan assets) at June 30, 2013.

The plans have a long-term return assumption of 7.50%. This rate was derived based upon historical experience and forward-looking return expectations for major asset class categories.

Fair value is defined as the price that would be received on the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The inputs used to measure fair value are classified into the following hierarchy:

Level I Unadjusted quoted prices in active markets for identical instruments

Level II Unadjusted quoted prices in active markets for similar instruments, or
Unadjusted quoted prices for identical or similar instruments in markets that are not active, or
Other inputs that are observable in the market or can be corroborated by observable market data

Level III Use of one or more significant unobservable inputs

The following tables present plan assets using the fair value hierarchy as of June 30, 2014 and 2013 (in thousands):

	Total	Level I	Level II	Level III
Cash and cash equivalents	$ 965	$ 965	$ —	$ —
Equity securities:				
U.S. (a)	30,727	30,727	—	—
International (b)	16,676	10,785	5,891	—
Fixed income (c)	21,892	7,603	14,289	—
Annuity contracts (d)	6,340	—	—	6,340
Real estate (e)	11,206	—	11,206	—
Other (f)	14,689	—	—	14,689
Total	$102,495	$50,080	$31,386	$21,029

The following table presents plan assets using the fair value hierarchy as of June 30, 2013 (in thousands):

	Total	Level I	Level II	Level III
Cash and cash equivalents	$ 2,376	$ 2,376	$ —	$ —
Equity securities:				
U.S. (a)	28,334	28,334	—	—
International (b)	15,409	9,315	6,094	—
Fixed income (c)	20,935	7,240	13,695	—
Annuity contracts (d)	5,819	—	—	5,819
Real estate (e)	8,697	—	5,685	3,012
Other (f)	13,153	—	—	13,153
Total	$ 94,723	$47,265	$25,474	$21,984

(a) U.S. equity securities include companies that are well diversified by industry sector and equity style (i.e., growth and value strategies). Investments are primarily in large capitalization stocks and, to a lesser extent, mid- and small-cap stocks. These securities are valued at the closing price reported on the active market on which the individual securities are traded.

(b) International equities are invested in companies that are traded on exchanges outside the U.S. and are well diversified by industry sector, country, capitalization and equity style (i.e., growth and value strategies). Certain assets are invested in international commingled equity funds. The vast majority of the investments are made in companies in developed markets with a smaller percentage in emerging markets. Securities traded on exchanges are valued at the closing price reported on the active market on which the individual securities are traded. International commingled funds are valued at the net asset value ("NAV") as determined by the custodian of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding.

(c) Fixed income consists of corporate bonds with investment grade BBB or better from diversified industries, as well as government debt securities. Corporate and government debt investments are valued utilizing a market approach that includes various valuation techniques and sources such as value generation models, broker quotes in active and inactive markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data.

(d) Annuity contracts represent contractual agreements in which payments are made to an insurance company, which agrees to pay out an income or lump sum amount at a later date. Annuity contracts are valued at the net present value of future cash flows.

(e) Real estate investments invested in common collective trusts and other mutual funds holding real estate investments. They are valued at the net asset value ("NAV") as determined by the custodian of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding. Level 2 investments represent funds where regular opportunities exist for the Company to sell the holdings, whereas Level 3 investments represent funds where less frequent opportunities exist during the year for the Company to sell its holding in the funds.

(f) Other consists of hedged equity mutual funds. These investments are valued at the net asset value ("NAV") as determined by the custodian of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, divided by the number of units outstanding.

The following tables present a reconciliation of the fair value measurements using significant unobservable inputs (Level III) as of June 30, 2014 and 2013 (in thousands):

	Annuity Contracts	Real Estate	Other
Balance – June 30, 2013	$5,819	$3,012	$13,153
Actual return on plan assets:			
Relating to assets still held at reporting date	433	—	1,536
Relating to assets sold during the period	—	257	—
Purchases, sales and settlements, net	88	(3,269)	—
Transfers in and/or out of Level III	—	—	—
Balance – June 30, 2014	$6,340	$ —	$14,689

	Annuity Contracts	Real Estate	Other
Balance – June 30, 2012	$5,333	$5,324	$11,988
Actual return on plan assets:			
Relating to assets still held at reporting date	298	391	1,165
Relating to assets sold during the period	—	—	—
Purchases, sales and settlements, net	188	(2,518)	—
Transfers in and/or out of Level III	—	(185)	—
Balance – June 30, 2013	$5,819	$3,012	$13,153

Cash Flows

Contributions

The Company expects to contribute $7,218,000 to its defined benefit pension plans in fiscal 2015.

Estimated Future Benefit Payments

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid (in thousands):

		Other Postretirement Benefits		
	Pension Benefits	Gross Benefits	Part D Reimbursement	Net Benefit Payments
2015	$10,926	$2,418	$ —	$2,418
2016	10,167	2,109	—	2,109
2017	9,902	1,774	—	1,774
2018	11,206	1,621	—	1,621
2019	9,772	1,453	—	1,453
Years 2020–2024	42,184	5,486	—	5,486

The Company sponsors defined contribution plans covering substantially all domestic employees and certain foreign employees. These plans provide for employer contributions based primarily on employee participation. The total expense under the plans was $2,218,000, $2,074,000 and $2,411,000 in fiscal 2014, 2013 and 2012, respectively.

N. INCOME TAXES

United States and foreign earnings before income taxes and minority interest were as follows (in thousands):

	2014	2013	2012
United States	$ 1,107	$ 3,935	$43,335
Foreign	6,989	5,302	1,421
	$ 8,096	$ 9,237	$44,756

The provision (benefit) for income taxes is comprised of the following (in thousands)

	2014	2013	2012
Currently payable:			
Federal	$ 651	$ 1,745	$ 7,310
State	104	(234)	188
Foreign	2,837	2,788	2,831
	3,592	4,299	10,329
Deferred:			
Federal	1,309	1,122	$ 7,653
State	(95)	439	662
Foreign	(580)	(874)	(829)
	634	687	7,486
	$ 4,226	$ 4,986	$17,815

The components of the net deferred tax asset as of June 30 are summarized in the table below (in thousands).

Deferred tax assets:	2014	2013
Retirement plans and employee benefits	$13,692	$20,675
Foreign tax credit carryforwards	706	—
Federal tax credits	160	—
State net operating loss and other state credit carryforwards	348	91
Inventory	1,672	1,421
Reserves	2,578	2,388
Foreign NOL carryforwards	6,090	4,311
Accruals	681	822
Other assets	(54)	98
	25,873	29,806
Deferred tax liabilities:		
Property, plant and equipment	8,650	10,295
Intangibles	5,528	5,595
Other liabilities	711	439
	14,889	16,329
Valuation allowance	(5,593)	(3,724)
Total net deferred tax assets	$ 5,391	$ 9,753

Note: $166,000 and $216,000 of this net deferred tax position is included in Accrued Liabilities at June 30, 2014 and 2013, respectively.

The Company maintains valuation allowances when it is more likely than not that all or a portion of a deferred tax asset will not be realized. Changes in valuation allowances from period to period are included in the tax provision in the period of change. In determining whether a valuation allowance is required, the Company takes into account such factors as prior earnings history, expected future earnings, carryback and carryforward periods, and tax strategies that could potentially enhance the likelihood of realization of a deferred tax asset. During fiscal 2014, the Company continued to incur operating losses in certain foreign jurisdictions where the loss carryforward period is unlimited. The Company has evaluated the realizability of the net deferred tax assets related to these jurisdictions and concluded that based primarily upon continuing losses in these jurisdictions and failure to achieve targeted levels of improvement, a full valuation allowance continues to be necessary. Therefore, the Company recorded an additional valuation allowance of $1,869,000. Management believes that it is more likely than not that the results of

future operations will generate sufficient taxable income and foreign source income to realize the remaining deferred tax assets. Following is a reconciliation of the applicable U.S. federal income taxes to the actual income taxes reflected in the statements of operations (in thousands):

	2014	2013	2012
U.S. federal income tax at 35%	$2,754	$3,104	$15,595
Increases (reductions) in tax resulting from:			
Foreign tax items	(291)	88	169
State taxes	228	296	797
Valuation allowance	1,551	1,216	1,060
Research and development tax credits	(267)	(526)	(215)
Change in prior year estimate	139	309	96
Section 199 deduction	(109)	(84)	(908)
Goodwill impairment	—	—	1,292
Unrecognized tax benefits	183	539	(217)
Other, net	38	44	146
	$4,226	$4,986	$17,815

The Company has not provided additional U.S. income taxes on cumulative earnings of consolidated foreign subsidiaries that are considered to be reinvested indefinitely. The Company reaffirms its position that these earnings remain permanently invested, and has no plans to repatriate funds to the U.S. for the foreseeable future. These earnings relate to ongoing operations and were approximately $2,700 000 at June 30, 2014. Such earnings could become taxable upon the sale or liquidation of these foreign subsidiaries or upon dividend repatriation. It is not practicable to estimate the amount of unrecognized withholding taxes and deferred tax liability on such earnings. The Company's intent is for such earnings to be reinvested by the subsidiaries or to be repatriated only when it would be tax effective through the utilization of foreign tax credits.

Annually, we file income tax returns in various taxing jurisdictions inside and outside the United States. In general, the tax years that remain subject to examination are 2010 through 2014 for our major operations in Italy, Belgium and Japan. The tax years open to examination in the U.S. are for years subsequent to fiscal 2012.

The Company has approximately $1,603,000 of unrecognized tax benefits as of June 30, 2014, which, if recognized would impact the effective tax rate. During the fiscal year the amount of unrecognized tax benefits increased primarily due to the tax positions taken during the fiscal year partially offset by settlements with various taxing authorities. During the next twelve months, the Company believes it is reasonably possible that the amount of unrecognized tax benefits could be reduced by up to $800,000 as a result of the resolution of worldwide tax matters and the lapses of statutes of limitations. The Company's policy is to accrue interest and penalties related to unrecognized tax benefits in income tax expense.

Below is a reconciliation of beginning and ending amount of unrecognized tax benefits (in thousands):

	June 30, 2014	June 30, 2013
Unrecognized tax benefits, beginning of year	$1,556	$1,163
Additions based on tax positions related to the prior year	7	351
Additions based on tax positions related to the current year	173	361
Subtractions due to statutes closing	(1)	(40)
Settlements with taxing authorities	(132)	(279)
Unrecognized tax benefits, end of year	$1,603	$1,556

Substantially all of the Company's unrecognized tax benefits as of June 30, 2014, if recognized, would affect the effective tax rate. As of June 30, 2014 and 2013, the amounts accrued for interest and penalties totaled $309,000 and $296,000, respectively, and are not included in the reconciliation above.

O. CONTINGENCIES

The Company is involved in litigation of which the ultimate outcome and liability to the Company, if any, are not presently determinable. Management believes that final disposition of such litigation will not have a material impact on the Company's results of operations or financial position.

P. RESTRUCTURING OF OPERATIONS

During fiscal 2014, the Company recorded a pre-tax restructuring charge of $961,000 representing the incremental cost above the minimum legal indemnity for a targeted workforce reduction at its Belgian operation, following finalization of negotiations with the local labor unions. The minimum legal indemnity of $548,000 was recorded in the fourth quarter of fiscal 2013, upon announcement of the intended restructuring action. During fiscal 2014, the Company made cash payments of $857,000, resulting in an accrual balance at June 30, 2014 of $785,000.

TWIN DISC, INCORPORATED AND SUBSIDIARIES
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

for the years ended June 30, 2014, 2013 and 2012 (in thousands)

		—— Additions ——			
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Net Acquired	Deductions[1]	Balance at End of Period
2014:					
Allowance for losses on accounts receivable	$2,884	$1,169	$ —	$ 416	$3,637
Deferred tax valuation allowance	$3,724	$2,140	$ —	$ 271	$5,593
2013:					
Allowance for losses on accounts receivable	$2,194	$1,385	$ —	$ 695	$2,884
Deferred tax valuation allowance	$3,811	$1,112	$ —	$1,199[2]	$3,724
2012:					
Allowance for losses on accounts receivable	$2,093	$ 549	$ —	$ 448	$2,194
Deferred tax valuation allowance	$2,751	$1,060	$ —	$ —	$3,811

1 Amounts primarily represent accounts receivable written-off during the year along with other adjustments (primarily foreign currency translation adjustments).

2 Represents adjustments resulting from foreign tax audits.

SIGNATURES

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.

TWIN DISC, INCORPORATED

September 15, 2014	By	/s/ **JOHN H. BATTEN** John H. Batten President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

September 15, 2014	By	/s/ **MICHAEL E. BATTEN** Michael E. Batten Chairman of the Board
September 15, 2014	By	/s/ **JOHN H. BATTEN** John H. Batten President and Chief Executive Officer
September 15, 2014	By	/s/ **CHRISTOPHER J. EPERJESY** Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Treasurer
September 15, 2014	By	/s/ **JEFFREY S. KNUTSON** Jeffrey S. Knutson Corporate Controller and Secretary (Chief Accounting Officer)
September 15, 2014		Michael Doar, Director Malcolm F. Moore, Director David B. Rayburn, Director Michael C. Smiley, Director Harold M. Stratton II, Director David R. Zimmer, Director
	By	/s/ **JEFFREY S. KNUTSON** Jeffrey S. Knutson Corporate Controller and Secretary (Attorney In Fact)

EXHIBIT INDEX
TWIN DISC, INCORPORATED

10-K for Year Ended June 30, 2014

Exhibit No.	Description	Included Herewith
3a)	Restated Articles of Incorporation of Twin Disc, Incorporated (Incorporated by reference to Exhibit 3.1 of the Company's Form 8-K dated December 6, 2007). File No. 001-07635.	
3b)	Restated Bylaws of Twin Disc, Incorporated, as amended through January 19, 2010 (Incorporated by reference to Exhibit 3.1 of the Company's Form 8-K dated December 17, 2013). File No. 001-07635.	
4a)	Description of Shareholder Rights Plan and Form of Rights Agreement dated as of December 20, 2007, by and between the Company and Mellon Investor Services, LLC, as Rights Agent, with Form of Rights Certificate (Incorporated by reference to Item 3.03 and Exhibit 4 of the Company's Form 8-K dated December 20, 2007). File No. 001-07635.	
4b)	First Amendment to 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.	
Exhibit 10	**Material Contracts**	
a)	Director Tenure and Retirement Policy (Incorporated by reference to Exhibit 10a of the Company's Form 10-K/A filed September 19, 2011, for the year ended June 30, 2011). File No. 001-07635.	
b)	The 2004 Stock Incentive Plan as amended (Incorporated by reference to Exhibit B of the Proxy Statement for the Annual Meeting of Shareholders held on October 20, 2006). File No. 001-07635.	
c)	The 2004 Stock Incentive Plan for Non-Employee Directors as amended (Incorporated by reference to Exhibit 99 of the Company's Form 10-K for the year ended June 30, 2007). File No. 001-07635.	
d)	The 2010 Long-Term Incentive Compensation Plan (Incorporated by reference to Appendix A of the Proxy Statement for the Annual Meeting of Shareholders held on October 15, 2010). File No. 001-07635.	
e)	The 2010 Stock Incentive Plan for Non-Employee Directors (Incorporated by reference to Appendix B of the Proxy Statement for the Annual Meeting of Shareholders held on October 15, 2010). File No. 001-07635.	
f)	Form of Performance Stock Award Grant Agreement for award of performance shares on July 26, 2012 (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated August 1, 2012). File No. 001-07635.	
g)	Form of Performance Stock Unit Award Agreement for award of performance stock units on July 26, 2012 (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 1, 2012). File No. 001-07635.	
h)	Form of Restricted Stock Grant Agreement for restricted stock grants on July 26, 2012 (Incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated August 1, 2012). File No. 001-07635.	
i)	Form of Performance Stock Award Grant Agreement for award of performance shares on July 25, 2013 (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated July 31, 2013). File No. 001-07635.	
j)	Form of Performance Stock Unit Award Agreement for award of performance stock units on July 25, 2013 (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated July 31, 2013). File No. 001-07635.	
k)	Form of Restricted Stock Grant Agreement for restricted stock grants on July 25, 2013 (Incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated July 31, 2013). File No. 001-07635.	
l)	Form of Performance Stock Award Grant Agreement for award of performance shares on July 30, 2014 (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated August 5, 2014). File No. 001-07635.	

EXHIBIT INDEX
TWIN DISC, INCORPORATED

10-K for Year Ended June 30, 2014

Exhibit No.	Material Contracts	Included Herewith
m)	Form of Performance Stock Unit Award Agreement for award of performance stock units on July 30, 2014 (Incorporated by reference to Exhibit 10.2 of the Company's Form 8-K dated August 5, 2014). File No. 001-07635.	
n)	Form of Restricted Stock Grant Agreement for restricted stock grants on July 30, 2014 (Incorporated by reference to Exhibit 10.3 of the Company's Form 8-K dated August 5, 2014). File No. 001-07635.	
o)	Twin Disc, Incorporated Supplemental Executive Retirement Plan, amended and restated as of July 29, 2010 (Incorporated by reference to Exhibit 10.4 of the Company's Form 8-K dated August 4, 2010). File No. 001-07635.	
p)	Forms of Change in Control Severance Agreements (Incorporated by reference to Exhibits 10.4, 10.5 and 10.6 of the Company's Form 8-K dated August 5, 2014). File No. 001-07635.	
q)	Form of Indemnity Agreement (Incorporated by reference to Exhibit 10.5 of the Company's Form 8-K dated August 2, 2005). File No. 001-07635.	
r)	Credit Agreement Between Twin Disc, Incorporated, Twin Disc International, S.A., and Wells Fargo Bank, National Association, dated June 30, 2014 (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated July 3, 2014). File No. 001-07635.	
s)	Amended and Restated Note Purchase and Private Shelf Agreement Between Twin Disc, Incorporated, Prudential Investment Management, Inc., The Prudential Insurance Company of America, Pruco Life Insurance Company, Pruco Life Insurance Company of New Jersey, Security Benefit Life Insurance Company, Inc., Prudential Annuities Life Assurance Corporation, and Mutual of Omaha Insurance Company, dated June 30, 2014 (Incorporated by reference to Exhibit 10.1 of the Company's Form 8-K dated July 3, 2014). File No. 001-07635.	

Exhibit	Description	Included Herewith
21	Subsidiaries of the Registrant	X
23	Consent of Independent Registered Public Accounting Firm	X
24	Power of Attorney	X
31a	Certification	X
31b	Certification	X
32a	Certification pursuant to 18 U.S.C. Section 1350	X
32b	Certification pursuant to 18 U.S.C. Section 1350	X

EXHIBIT 21
SUBSIDIARIES OF THE REGISTRANT

Twin Disc, Incorporated, the registrant (a Wisconsin Corporation) owns directly or indirectly 100% of the following subsidiaries:

1. Twin Disc International, S.A. (a Belgian corporation)
2. Twin Disc Srl (an Italian corporation)
3. Rolla SP Propellers SA (a Swiss corporation)
4. Twin Disc (Pacific) Pty. Ltd. (an Australian corporation)
5. Twin Disc (Far East) Ltd. (a Delaware corporation operating in Singapore and Hong Kong)
6. Twin Disc (Far East) Pte. Ltd. (a Singapore corporation)
7. Mill Log Equipment Co., Inc. (an Oregon corporation)
8. Mill Log Marine, Inc. (an Oregon corporation)
9. Mill Log Wilson Equipment Ltd. (a Canadian corporation)
10. Twin Disc Southeast, Inc. (a Florida corporation)
11. Vetus Italia Srl (an Italian corporation)
12. Twin Disc Japan (a Japanese corporation)
13. Twin Disc Power Transmission Private, Ltd. (an Indian limited liability corporation)
14. Twin Disc Power Transmission (Shanghai) Co. Ltd. (a Chinese corporation)

Twin Disc, Incorporated also owns 66% of Twin Disc Nico Co. LTD. (a Japanese corporation).

The registrant has neither a parent nor any other subsidiaries. All of the above subsidiaries are included in the consolidated financial statements.

EXHIBIT 23
CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-99229, 333-119770, 333-119771, 333-69361, 333-69015, 333-169965, 333-169963 and 333-169962) of Twin Disc, Incorporated of our report dated September 15, 2014 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Milwaukee, Wisconsin
September 15, 2014

EXHIBIT 24

POWER OF ATTORNEY

The undersigned directors of Twin Disc, Incorporated hereby severally constitute John H. Batten and Jeffrey S. Knutson, and each of them singly, true and lawful attorneys with full power to them, and each of them, singly, to sign for us and in our names as directors the Form 10-K Annual Report for the fiscal year ended June 30, 2014 pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, and generally do all such things in our names and behalf as directors to enable Twin Disc, Incorporated to comply with the provisions of the Securities and Exchange Act of 1934 and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures so they may be signed by our attorneys, or either of them, as set forth below.

July 31, 2014

/s/**MICHAEL E. BATTEN**
Michael E. Batten, Director

/s/**MICHAEL DOAR**
Michael Doar, Director

/s/ **MALCOLM F. MOORE**
Malcolm F. Moore, Director

/s/ **DAVID B. RAYBURN**
David B. Rayburn, Director

/s/ **MICHAEL C. SMILEY**
Michael C. Smiley, Director

/s/ **HAROLD M. STRATTON II**
Harold M. Stratton II, Director

/s/ **DAVID R. ZIMMER**
David R. Zimmer, Director

EXHIBIT 31A

CERTIFICATIONS

I, John H. Batten, certify that:

I have reviewed this annual report on Form 10-K of Twin Disc, Incorporated;

1. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
2. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
3. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
4. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 15, 2014

/s/ **JOHN H. BATTEN**
John H. Batten
President and Chief Executive Officer

EXHIBIT 31B
CERTIFICATIONS

I, Christopher J. Eperjesy, certify that:

I have reviewed this annual report on Form 10-K of Twin Disc, Incorporated;

1. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

2. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

3. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this annual report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of this annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;

4. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 15, 2014

/s/ **CHRISTOPHER J. EPERJESY**
Christopher J. Eperjesy
Vice President – Finance,
Chief Financial Officer and Treasurer

EXHIBIT 32A
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Twin Disc, Incorporated (the "Company") on Form 10-K for the fiscal year ending June 30, 2014, as filed with the Securities and Exchange Commission as of the date hereof (the "Report"), I, John H. Batten, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with Section 13(a) of the Securities Exchange Act of 1934, and

(2) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 15, 2014

/s/ **JOHN H. BATTEN**
John H. Batten
President and Chief Executive Officer

EXHIBIT 32B
CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Twin Disc, Incorporated (the "Company") on Form 10-K for the fiscal year ending June 30, 2014, as filed with the Securities and Exchange Commission as of the date hereof (the "Report"), I, Christopher J. Eperjesy, Vice President – Finance, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) the Report fully complies with Section 13(a) of the Securities Exchange Act of 1934, and

(2) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 15, 2014

/s/ **CHRISTOPHER J. EPERJESY**
Christopher J. Eperjesy
Vice President – Finance,
Chief Financial Officer and Treasurer

DIRECTORS

MICHAEL E. BATTEN
Chairman of the Board

JOHN H. BATTEN
President and Chief Executive Officer

MICHAEL DOAR
Chairman and Chief Executive Officer
Hurco Companies, Inc.
(A global manufacturer of machine tools)
Indianapolis, Indiana

MALCOLM F. MOORE
President and Chief Executive Officer
Digi-Star, LLC
(A provider of weighing systems for Precision Agriculture)
Fort Atkinson, Wisconsin

President and Chief Executive Officer
Port Royal Partners, LLC
(An enterprise focusing on investments in the marine industry)
Naples, Florida

DAVID B. RAYBURN
Retired President and Chief Executive Officer
Modine Manufacturing Company
(A manufacturer of heat exchange equipment)
Racine, Wisconsin

MICHAEL C. SMILEY
Chief Financial Officer
Zebra Technologies Corporation
(A global provider of asset management solutions)
Lincolnshire, Illinois

HAROLD M. STRATTON II
Chairman
STRATTEC SECURITY CORPORATION
(A manufacturer of security and access control products for the global automotive industry)
Milwaukee, Wisconsin

DAVID R. ZIMMER
Retired Managing Partner
Stonebridge Equity, LLC
(A merger, acquisition and finance value consulting firm)
Troy, Michigan

OFFICERS

JOHN H. BATTEN
President and Chief Executive Officer

CHRISTOPHER J. EPERJESY
Vice President – Finance, Chief Financial Officer and Treasurer

DEAN J. BRATEL
Vice President – Americas

DENISE L. WILCOX
Vice President – Human Resources

JEFFREY S. KNUTSON
Corporate Controller and Secretary

CORPORATE DATA

ANNUAL MEETING
Twin Disc Corporate Offices
Racine, Wisconsin
2:00 P.M.
October 24, 2014

SHARES TRADED
NASDAQ: Symbol TWIN

ANNUAL REPORT ON SECURITIES AND EXCHANGE COMMISSION FORM 10-K
Single copies of the Company's 2014 Annual Report on Securities and Exchange Commission Form 10-K, including exhibits, will be provided without charge to shareholders after September 15, 2014, upon written request directed to Secretary, Twin Disc, Incorporated, 1328 Racine Street, Racine, Wisconsin 53403.

TRANSFER AGENT & REGISTRAR
Computershare
250 Royall Street
Canton, Massachusetts 02021
Toll Free: 800-839-2614
Web: www.computershare.com/investor

INDEPENDENT ACCOUNTANTS
PricewaterhouseCoopers LLP
Milwaukee, Wisconsin

CORPORATE OFFICES
Twin Disc, Incorporated
Racine, Wisconsin 53403
Telephone: (262) 638-4000

WHOLLY-OWNED SUBSIDIARIES
Twin Disc International S.A.
Nivelles, Belgium
Twin Disc Srl
Decima, Italy
Rolla SP Propellers SA
Novazzano, Switzerland
Twin Disc (Pacific) Pty. Ltd.
Brisbane, Queensland, Australia
Twin Disc (Far East) Ltd.
Singapore
Twin Disc (Far East) Pte. Ltd.
Singapore
Mill Log Equipment Co., Inc.
Coburg, Oregon
Mill Log Marine, Inc.
Coburg, Oregon
Mill Log Wilson Equipment Ltd.
Burnaby, British Columbia
Twin Disc Southeast, Inc.
Jacksonville, Florida
Vetus Italia Srl
Limite sull'Arno, Italy
Twin Disc Japan
Saitama, Japan
Twin Disc Power Transmission Private, Ltd.
Chennai, India
Twin Disc Power Transmission (Shanghai) Co. Ltd.
Shanghai, China

PARTIALLY OWNED SUBSIDIARIES
Twin Disc Nico Co. Ltd.

MANUFACTURING FACILITIES
Racine, Wisconsin
Nivelles, Belgium
Decima, Italy
Novazzano, Switzerland
Limite sull'Arno, Italy
Kancheepuram, India

SALES OFFICES
Domestic
Racine, Wisconsin
Coburg, Oregon
Kent, Washington
Medley, Florida
Jacksonville, Florida
Tampa, Florida
Chesapeake, Virginia
Rock Hill, South Carolina
Foreign
Nivelles, Belgium
Brisbane, Australia
Perth, Australia
Singapore
Decima, Italy
Limite sull'Arno, Italy
Novazzano, Switzerland
Edmonton, Canada
Burnaby, Canada
Chennai, India
Saitama, Japan
Shanghai, China
Guangzhou, China

MANUFACTURING LICENSES
Hitachi-Nico Transmission Co., Ltd.
Tokyo, Japan

5-YEAR FINANCIAL SUMMARY

(In thousands of dollars, except where noted)	2014	2013	2012	2011	2010
STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)					
Net sales	$263,909	$285,282	$355,870	$310,393	$227,534
Costs and expenses, including marketing, engineering and administrative	255,022	275,269	310,999	275,677	224,449
Earnings from operations	8,887	10,013	44,871	34,716	3,085
Other expense	(791)	(776)	(115)	(2,687)	(1,363)
Earnings before income taxes and minority interest	8,096	9,237	44,756	32,029	1,722
Income taxes	4,226	4,986	17,815	13,897	1,013
Noncontrolling interest	(226)	(369)	(198)	(135)	(133)
Net earnings attributable to Twin Disc	3,644	3,882	26,743	17,997	576
BALANCE SHEET					
Assets					
Cash	24,757	20,724	15,701	20,167	19,022
Receivables, net	40,219	46,331	63,438	61,007	43,014
Inventories, net	97,579	102,774	103,178	99,139	72,799
Other current assets	17,542	18,643	14,844	14,855	12,615
Total current assets	180,097	188,472	197,161	195,168	147,450
Investments and other assets	26,621	34,671	40,315	48,161	53,363
Fixed assets less accumulated depreciation	60,267	62,315	66,356	65,791	58,243
Total assets	266,985	285,458	303,832	309,120	259,056
Liabilities and Equity					
Current liabilities	56,980	63,503	66,625	84,660	63,307
Long-term debt	14,800	23,472	28,401	25,784	27,211
Deferred liabilities	42,894	54,921	72,297	62,030	79,682
Shareholders' equity	151,584	142,504	135,487	135,677	88,080
Noncontrolling interest	727	1,058	1,022	969	859
Total liabilities and equity	266,985	285,458	303,832	309,120	259,056
Comparative Financial Information					
Per share statistics:					
Basic earnings	0.32	0.34	2.34	1.59	0.05
Diluted earnings	0.32	0.34	2.31	1.57	0.05
Dividends	0.36	0.36	0.34	0.30	0.28
Shareholders' equity	13.46	12.61	11.88	11.99	7.96
Return on equity	2.4%	2.7%	19.7%	13.3%	0.7%
Return on assets	1.4%	1.4%	8.6%	5.8%	0.2%
Return on sales	1.4%	1.4%	7.5%	5.8%	0.3%
Average shares outstanding	11,258,342	11,304,280	11,409,467	11,319,081	11,063,417
Diluted shares outstanding	11,264,421	11,377,091	11,555,561	11,462,562	11,159,282
Number of shareholder accounts	580	617	651	699	736
Number of employees	970	990	1,029	941	913
Additions to plant and equipment	7,245	6,582	13,733	12,028	4,456
Depreciation	10,180	10,120	9,947	9,110	9,021
Net working capital	123,117	124,969	130,536	111,208	84,143