

TWIN DISC INC
Form SC 13D/A
November 15, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 5)

Twin Disc, Incorporated
(Name of Issuer)

Common Stock
(Title of Class of Securities)

_____901476101_____

(CUSIP Number)

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

_____November 14, 2012_____

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 901476101

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Funds, LLC I.D. No. 13-4044523

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00-Funds of investment advisory clients

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e) X

6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	285,000 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	285,000 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person
 285,000 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)
 2.49%

14 Type of reporting person (SEE INSTRUCTIONS)

IA, CO

2

CUSIP No. 901476101

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Asset Management, Inc. I.D. No. 13-4044521
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 00-Funds of investment advisory clients
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization
 New York

Number Of	: 7	Sole voting power
	:	
Shares	:	675,068 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	702,068 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

- 11 Aggregate amount beneficially owned by each reporting person

702,068 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

- 13 Percent of class represented by amount in row (11)

6.14%

- 14 Type of reporting person (SEE INSTRUCTIONS)

IA, CO

3

CUSIP No. 901476101

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Teton Advisors, Inc. I.D. No. 13-4008049

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 00 – Funds of investment advisory client.

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Delaware

Number Of	: 7	Sole voting power
	:	
Shares	:	167,068 (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	167,068 (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person

167,068 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)

1.46%

14

Type of reporting person (SEE
INSTRUCTIONS)
IA, CO

4

CUSIP No. 901476101

- 1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 Gabelli Securities, Inc. I.D. No. 13-3379374
- 2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
 00 – Client funds
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

- 6 Citizenship or place of organization
 Delaware

Number Of	: 7	Sole voting power
	:	
Shares	: 3,400	(Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	: None	
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	: 3,400	(Item 5)
	:	
Person	: 10	Shared dispositive power
	:	
With	: None	
	:	

- 11 Aggregate amount beneficially owned by each reporting person
 3,400 (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)
 0.03%
- 14 Type of reporting person (SEE INSTRUCTIONS)
 HC, CO, IA

CUSIP No. 901476101

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GGCP, Inc. I.D.
 No. 13-3056041

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 Wyoming

Number Of	: 7	Sole voting power
	:	
Shares	:	None (Item 5)
	:	
Beneficially	: 8	Shared voting power
	:	
Owned	:	None
	:	
By Each	: 9	Sole dispositive power
	:	
Reporting	:	None (Item 5)
	:	
Person	:10	Shared dispositive power
	:	
With	:	None
	:	

11 Aggregate amount beneficially owned by each reporting person

None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares
 (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

CUSIP No. 901476101

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Investors,
 Inc. I.D.
 No. 13-4007862
 Check the appropriate box if a member of a group (SEE
 INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to
 items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

Number Of	:	7		
Shares	:	6,138,931	6,153,886	
Beneficially	:			
Owned	:	Allocation of shares and cash transfer (661,862)	661,862 —
By Each				
Reporting				
Person				
With				
Net (decrease) increase	(501,519)	8,930	(492,589)
Net assets available for benefits:				
Balance at beginning of 3,426,614 year			101,166,325	104,592,939
Balance at end of year	\$	2,925,095	\$ 101,175,255	\$ 104,100,350

See accompanying notes to financial statements.

4

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 1 Description of the Plan

General

The following description of Badger Meter Employee Savings and Stock Ownership Plan (“the Plan”) is for general information purposes only. Participants should refer to the summary plan description for a more complete description of the Plan. The Plan has three components: a 401(k) savings component, a leveraged employee stock ownership plan (ESOP) component, and a defined contribution component.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

The Plan purchased common shares of Badger Meter, Inc. (the “Company”) in the open market using proceeds from borrowings from the Company (Note 5).

Eligibility

Substantially all domestic employees of the Company are eligible to participate in the Plan.

Contributions

Participants may elect to contribute up to 20% of their eligible compensation to the 401(k) savings component of the Plan, subject to amounts allowable by the Internal Revenue Service (“the IRS”). Participants do not contribute to the ESOP or defined contribution components of the Plan. Rollover contributions consist of participant's transfers of balances into the Plan from other qualified plans.

The Company may make a discretionary matching contribution to the 401(k) component of the Plan. In order to be eligible to receive a Company match, a participant must be employed as of the last day of the plan year, retired within the year, or terminated employment during the plan year having attained age 55 with 5 years of service. The Company made a matching contribution to participant accounts in 2015 equal to 25% of the first 7% of participants' compensation, or 25% of the participant's contribution, whichever is less.

Contributions of \$2,530,421 for 2015 were accrued in 2015 and paid in early 2016 for participants in the defined contribution component, which is equal to 5% of the participants' eligible compensation. Contributions of \$2,283,147 for 2014 were accrued in 2014 and paid in early 2015 for participants in the defined contribution component.

The Company may make additional discretionary contributions to the Plan. Other discretionary contributions, if any, are allocated at the discretion of the Plan Administrator. No other additional discretionary contributions were made by the Company to the Plan in 2015.

Dividends on unallocated shares of the Company's common stock within the ESOP component are allocated as an additional employer contribution to all participants' accounts equally on an annual basis.

Fixed principal payments and interest payments are made by the Plan on the note payable to the Company (see Note 5). The unallocated shares of the Company's common stock, which serve as collateral on the note payable, are released and allocated to participant accounts on an annual basis. The fair value of the Company's common stock as of December 31 is used to determine the fair value of the allocated shares. The Company is obligated to contribute sufficient cash to the Plan to enable it to repay its loan principal and interest.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 1 Description of the Plan (Continued)

Participant Accounts

Each participant's account is credited with:

- the participant's contributions,
- the Company's matching contribution,
- the Company's defined contribution,
- an allocation of the Company's discretionary contribution, if any,
- dividends on the Company's unallocated common stock shares, if any, and
- the Plan earnings.

The Company's discretionary contribution (excluding the matching contribution and dividends on unallocated shares) is based upon eligible participant compensation. Dividends on the Company's unallocated common stock are allocated equally to all participants' accounts. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately fully vested in their contributions and related earnings in the 401(k) and ESOP components. There is a three-year cliff vesting requirement for Company contributions and related earnings in the defined contribution component of the Plan.

Payment of Benefits

Upon retirement, death, disability, or termination of employment, the participant's account is distributed in a single lump sum. Distributions are generally made within the year following termination of service at the participant's request. At the participant's option in certain circumstances, distributions can be delayed. Final distributions from the ESOP component of the Plan can be made in shares of Company common stock plus cash in lieu of fractional shares or entirely in cash.

Withdrawals

A participant's contribution may not be withdrawn prior to retirement, death, disability, termination of employment or termination of the Plan, except for financial hardship, a one-time distribution after age 59½ or in the form of loans to the participant. The Plan defines financial hardship as expenses related to secondary education, unreimbursed medical expense, purchase of the participant's principal residence or other financial need as allowed under the IRS regulations. All withdrawals are subject to approval by the Plan Administrator.

Forfeitures

For 2015, Company contributions made in 2016 were reduced by \$41,238 of forfeitures. For 2014, Company contributions made in 2015 were reduced by \$61,706 of forfeitures. Unallocated forfeitures were \$41,238 and \$61,706 as of December 31, 2015 and 2014, respectively.

Investment Options

The Plan provides for various investment options in mutual funds, Company common stock and a general investment account with an insurance company. Participants can direct up to 50% of their contributions into the Badger Meter Company Stock Fund, which is a unitized fund comprised primarily of the Company's common stock and a money market fund. Information about changes in nonparticipant directed investments is presented in the unallocated portion of the Statement of Changes in Net Assets Available for Benefits.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 1 Description of the Plan (Continued)

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance subject to certain criteria. The notes are secured by the balance in the participant's account and bear interest at rates that range from 3.13% to 4.25%, which are commensurate with local prevailing rates at the time of the loan origination as determined quarterly by the Plan Administrator. Principal and interest is repaid ratably through monthly payroll deductions.

Note maturities cannot exceed 60 months and are secured by the participant's vested interests in the Plan. Amounts loaned to a participant do not share in Plan earnings (see Participant Accounts above), but are credited with the interest earned on the loan balance.

Note 2 Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States. Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value, as further defined in Note 3. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net investment income (loss) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when incurred. No allowance for credit losses has been recorded as of December 31, 2015 and 2014. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Use of Estimates in Preparation of Financial Statements

The preparation of the accompanying financial statements in conformity with U.S. generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that directly affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Actual

results may differ from these estimates and are subject to change in the near term.

7

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 2 Summary of Significant Accounting Policies (Continued)

Expenses

Expenses related to the administration of the Plan are paid by the Company. Investment expenses are paid by the Plan and reimbursed by the Company at its discretion. Loan fees are charged to the participant's account requesting the loan. Investment related expenses of \$156,311 are included in the 2015 net appreciation of fair value of investments, as they are paid through revenue sharing.

Payment of Benefits

Benefits are recorded when paid.

Risk and Uncertainties

The Plan's investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

Subsequent Events

Subsequent events have been evaluated through the date the financial statements were available to be issued.

New Pronouncements

In May 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-07, Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent). The ASU eliminates the requirement to categorize within the fair value hierarchy investments whose fair values are measured at net asset value ("NAV"). The guidance will be applied retrospectively for public business entities for fiscal years beginning after December 15, 2015 and early adoption is permitted. The guidance was adopted for the December 31, 2015 plan year end on a retrospective basis. The adoption had no impact on the Plan's financial condition.

In July 2015, FASB issued ASU 2015-12, Plan Accounting: Defined Contribution Pension Plans (Topic 962) I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; and III. Measurement Date Practical Expedient. The amendments remove the requirement to:

- disclose fair value of the contract value adjustment.
- disclose individual investments held which exceed 5% of net assets available for benefits.
- disclose net appreciation in fair value of investments by type of investment held.
- disaggregate investments reported in the fair value hierarchy table by class of investment. They may be presented by general type only.

The guidance of ASU 2015-12 will be applied retrospectively for public business entities for fiscal years beginning after December 15, 2015, with the exception that Part III is to be applied prospectively. Early adoption is permitted. The guidance was adopted for the December 31, 2015 plan year end in accordance with ASU 2015-12 principles. The

adoption did not have a material impact on the Plan's financial condition and Part III had no impact.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 3 Fair Value Measurements

Accounting Standards Codification 820, “Fair Value Measurements and Disclosures,” establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for determining the fair value of assets or liabilities that reflect assumptions that market participants would use in pricing assets or liabilities.

Shares of mutual funds are valued at quoted market prices, which represent the net asset value (“NAV”) of shares. Shares of the Badger Meter, Inc. common stock are valued at quoted market prices. The Badger Meter, Inc. Stock Fund (“Stock Fund”) is a unitized fund. The Stock Fund consists of Badger Meter, Inc. common stock and short-term cash equivalents which provide liquidity for trading. The common stock is valued at the quoted market price from an active market and the short-term cash equivalents are valued at cost, which approximate fair value.

The following summarizes the Plan’s investments, set forth by level within the fair value hierarchy, on a recurring basis as of December 31:

December 31, 2015	Fair Value	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Mutual funds	\$53,157,312	\$53,157,312	\$ —	—
Company common stock	3,644,591	3,644,591	—	—
Stock fund: common stock	22,815,522	22,815,522	—	—
Stock fund: money market	48,523	48,523	—	—
Total	\$79,665,948	\$79,665,948	\$ —	—

December 31, 2014	Fair Value	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Mutual funds	\$52,301,255	\$52,301,255	\$ —	—
Company common stock	4,294,685	4,294,685	—	—
Stock fund: common stock	24,055,512	24,055,512	—	—
Stock fund: money market	53,551	53,551	—	—
Total	\$80,705,003	\$80,705,003	\$ —	—

Note 4 Investments

Investment Contract with Insurance Company

The Plan entered into a fully benefit-responsive investment contract with Massachusetts Mutual Life Insurance Company (“Mass Mutual”). Mass Mutual maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The general investment account issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 4 Investments (Continued)

Because the general investment account is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract.

Contract value, as reported to the Plan by Mass Mutual, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise.

This contract is an unallocated insurance contract, which is credited each January 1 and July 1 for interest earned. The average yields for 2015 and 2014 were 3.00%. The interest rates earned as of December 31, 2015 and 2014 were 3.00%.

Certain events limit the ability of the Plan to transact at contract value with the issuer. These events include, but are not limited to, the following: (1) amendments to the Plan documents, (2) bankruptcy of the Plan Administrator or other Plan Administrator events which cause a significant withdrawal from the Plan or (3) the failure of the Plan to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan believes that the occurrence of any event limiting the Plan's ability to transact at contract value with members is not probable.

Note 5 Note Payable – Related Party

At December 31, 2015 and 2014, the outstanding balances on the note payable to the Company were \$768,019 and \$921,622, respectively. The terms on the note payable require the Plan to make annual principal payments of \$153,604 through 2020. In January 2015, the Plan made a \$126,012 payment that consisted of \$73,765 remaining on the 2014 Plan year required payment and a partial prepayment of the 2015 required payment in the amount of \$52,247. In December 2015, the Plan paid \$101,356 for the remaining payment for the 2015 Plan year. Interest is payable annually and is based on the one-month LIBOR rate plus 1.50% (effective rate of 1.743% at December 31, 2015). The note payable is secured by the unallocated shares of Badger Meter, Inc. common stock held by the Plan. The Company is obligated to contribute sufficient cash to the Plan to enable it to repay the principal and interest.

The note agreement contains certain restrictions and covenants, including a limitation on additional borrowings.

The pledged unallocated shares of Badger Meter, Inc. common stock are released as principal and interest payments are made on the note payable. The shares released are allocated to the participants' accounts when authorized by the Company.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 5 Note Payable – Related Party (Continued)

At December 31, the Plan's investment in allocated and unallocated shares of Badger Meter, Inc. common stock was as follows:

	2015		
	Shares	Cost	Fair Value
Allocated	383,441	\$6,145,330	\$22,465,808
Unallocated	62,205	813,867	3,644,591
Total	445,646	\$6,959,197	\$26,110,399
Per share			\$58.59

	2014		
	Shares	Cost	Fair Value
Allocated	397,407	\$5,681,349	\$23,586,105
Unallocated	72,362	946,756	4,294,685
Total	469,769	\$6,628,105	\$27,880,790
Per share			\$59.35

In 2016, 11,583 shares of the Company's common stock with a fair value of \$678,648 were released and allocated to satisfy the Company's 2015 matching contribution obligation. In 2015, 10,157 shares of the Company's common stock with a fair value of \$602,818 were released and allocated to satisfy the Company's 2014 matching contribution obligation.

Note 6 Income Tax Status

The Plan has received a determination letter from the IRS dated September 13, 2013, stating that the Plan was qualified under Section 401(a) and 401(k) of the Internal Revenue Code ("the Code") and, therefore, the related trust is exempt from taxation. The Plan Administrator believes the Plan is currently designed and is being operated in compliance with the applicable requirements of the Code and, therefore, believes the Plan is qualified and the related trust is tax-exempt. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2015, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain income tax positions. The Plan is subject to routine audits by taxing jurisdictions and there are currently no audits in progress. The Plan Administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2012. The Plan Administrator is currently in the process of applying for an updated determination letter.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Note 7 Related Party Transactions

The Plan holds Badger Meter, Inc. common stock. The Company is the employer and Plan Administrator. Transactions in the Company's common stock are party-in-interest transactions.

The Plan earned dividends of \$359,418 on the Company stock in 2015. In 2015, the Plan purchased Company shares with a cost of \$1,606,309, received proceeds from the sale of Company shares of \$3,015,449, and realized a gain of \$1,438,412 on these sales. The purchases and sales were participant directed transactions in 2015.

Certain Plan investments are units of common collective trust and mutual funds managed by the Plan's Trustee. These investments, the Company's common stock and notes receivable from participants are party-in-interest transactions. The Plan Trustee charged \$2,600 in participant loan fees in 2015.

Note 8 Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account. Unallocated shares are voted by the Plan Administrator on behalf of the collective best interest of Plan participants and beneficiaries.

Note 9 Prohibited Transactions

During 2014, the Plan's Trustee failed to rebate certain investment fund expenses for mutual funds in which the Plan was directly or indirectly invested during the period January 1, 2012 through May 31, 2015. The Trustee voluntarily made a corrective payment to the Plan in the amount of \$6,919 on May 29, 2015, which represents rebates that should have been paid plus interest determined on a statutory interest rate. The corrective payment is considered immaterial to the financial statements. Failure to rebate these amounts to the Plan constitutes a prohibited transaction under ERISA and the Code. The prohibited transaction does not affect the tax status determination of the Plan.

Supplemental Schedules

13

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Schedule H Item 4i- Schedule of Assets (Held at End of Year)

EIN: 39-0143280 Plan Number: 009

Year Ended December 31, 2015

(a)(b) Identity of Issue	(c) Description of Investment	(d) Cost	(e) Current Value
* Badger Meter, Inc. Common Stock	Common Stock	\$813,867	\$3,644,591
* Badger Meter, Inc. Common Stock Fund	Common Stock	**	22,815,522
Massachusetts Mutual Life Insurance Company Insurance Contract	General Investment Account	**	21,258,705
Heartland Value Plus Fund	Mutual Fund	**	4,600,716
* BMO Small Cap Growth Fund	Mutual Fund	**	2,614,592
* BMO Mortgage Income Fund	Mutual Fund	**	2,368,004
Harbor International Fund	Mutual Fund	**	1,914,508
Artisan International Fund, Inc.	Mutual Fund	**	1,344,977
* BMO Balanced Allocation Fund	Mutual Fund	**	7,978,994
* BMO Growth Allocation Fund	Mutual Fund	**	2,918,269
* BMO Aggressive Allocation Fund	Mutual Fund	**	4,556,309
Artisan Mid Cap Value Fund	Mutual Fund	**	2,117,414
Wells Fargo Advantage Discovery	Mutual Fund	**	3,546,453
T Rowe Price Growth	Mutual Fund	**	4,031,216
Dodge & Cox Stock Fund	Mutual Fund	**	3,541,748
Vanguard 500 Index Fund	Mutual Fund	**	2,188,094
Fidelity Freedom 2040	Mutual Fund	**	1,329,876
Fidelity Freedom 2050	Mutual Fund	**	683,279
Fidelity Freedom 2010	Mutual Fund	**	551,975
Fidelity Freedom 2020	Mutual Fund	**	2,019,835
Fidelity Freedom 2030	Mutual Fund	**	2,035,001
Pimco Total Return Fund	Mutual Fund	**	2,297,527
* BMO Moderate Allocation Fund	Mutual Fund	**	518,525
* Marshall Prime Money Market	Cash Equivalent	**	48,523
* Notes Receivable from participants-interest rate range from 3.13% to 4.25%	Participant loans	**	1,400,724
Total Assets (Held at End of Year)			\$102,325,377

*Party-in-interest

**Cost information not required for participant-directed investments

See report of independent registered public accounting firm.

Table of Contents

Badger Meter Employee Savings and Stock Ownership Plan

Schedule G, Part III, Line 4d - Schedule of Nonexempt Transactions

EIN: 39-0143280 Plan Number: 009

Year Ended December 31, 2015

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Identity of party involved	Relationship to plan, employer, or other party in interest	Description of transactions, including maturity date, rate of interest, collateral, and par or maturity value	Purchase price	Selling price	Lease rental	Expenses incurred in connection with transaction	Cost of asset	Current value of asset	Net gain (or loss) on each transaction
BMO Harris Bank, N.A.	Trustee	Failure to deposit sub advisory revenue to Plan; corrected in 2015 - deposited revenue and interest	\$6,919				\$6,919	\$6,919	

See report of independent registered public accounting firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Badger Meter
Employee Savings and Stock Ownership
Plan

Dated: June 16, 2016 B/s/ Richard A. Meeusen
Richard A. Meeusen
Plan Administration Committee Member

B/s/ Richard E. Johnson
Richard E. Johnson
Plan Administration Committee Member

B/s/ Donna R. Koepke
Donna R. Koepke
Plan Administration Committee Member

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

23 Consent of Wipfli LLP, Independent Registered Public Accounting Firm

17