

TORO CO
Form 8-K
March 16, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): March 15, 2011**

THE TORO COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

1-8649
(Commission File Number)

41-0580470
(I.R.S. Employer Identification
Number)

**8111 Lyndale Avenue South
Bloomington, Minnesota**

55420

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(952) 888-8801**

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Toro Company (the Company) held its 2011 Annual Meeting of Shareholders on March 15, 2011. The final results of the shareholder vote on the business brought before the meeting were as follows:

| | For | Against/ Withheld | Abstain | Broker Non-Votes | |
|--|------------|----------------------|------------|---------------------|---------------------|
| Proposal One Election of Directors to serve for a term of three years ending at the Company's 2014 Annual Meeting of Shareholders | | | | | |
| Jeffrey M. Ettinger | 24,019,423 | 498,471 | | 2,955,678 | |
| Katherine J. Harless | 23,373,644 | 1,144,250 | | 2,955,678 | |
| Inge G. Thulin | 24,019,795 | 498,099 | | 2,955,678 | |
| Michael J. Hoffman | 23,280,151 | 1,237,743 | | 2,955,678 | |
| Proposal Two Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the Company's fiscal year ending October 31, 2011 | | | | | |
| | 26,711,704 | 659,903 | 101,965 | | |
| Proposal Three Advisory vote on executive compensation | | | | | |
| | 23,097,810 | 780,889 | 639,195 | 2,955,678 | |
| Proposal Four Advisory vote on the frequency of an executive compensation advisory vote | | | | | |
| | 3 Years | 2 Years | 1 Year | Abstain | Broker Non-Votes |
| | 8,788,849 | 463,395 | 14,619,658 | 645,992 | 2,955,678 |

Each of the directors in Proposal One was elected by the Company's shareholders by the required vote and each of Proposals Two and Three was approved by the Company's shareholders by the required vote. On Proposal Four, the Company's shareholders expressed a preference for an advisory vote on executive compensation each year. In accordance with the result of the advisory vote on Proposal Four, the Board of Directors has determined that the Company will conduct an executive compensation advisory vote on an annual basis.

Regarding the Company's other directors, (i) Janet K. Cooper, Gary L. Ellis and Gregg W. Steinhafel continue to serve as directors for terms ending at the Company's 2012 Annual Meeting of Shareholders; and (ii) Robert C. Buhrmaster, Robert H. Nassau and Christopher A. Twomey continue to serve as directors for terms ending at the Company's 2013 Annual Meeting of Shareholders.

Section 7 Regulation FD**Item 7.01 Regulation FD Disclosure.**

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the press release issued by the Company on March 15, 2011, announcing the declaration of a regular quarterly dividend and the results of the 2011 Annual Meeting of Shareholders.

Section 9 Financial Statements and Exhibits**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit**No.****Description**

99.1 Press release dated March 15, 2011 (furnished herewith).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE TORO COMPANY
(Registrant)

Date: March 16, 2011

By /s/ Timothy P. Dordell
Timothy P. Dordell
Vice President, Secretary and General
Counsel

EXHIBIT INDEX

| Exhibit No. | Description | Method of Filing |
|------------------------|-------------------------------------|-------------------------|
| 99.1 | Press release dated March 15, 2011. | Furnished herewith |