

TORO CO
Form 8-K
March 21, 2014

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 18, 2014

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
(Address of principal executive offices)

55420
(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))

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 2014 Annual Meeting of Shareholders on March 18, 2014. 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 2017 Annual Meeting of Shareholders | | | | |
| Jeffrey M. Ettinger | 46,755,931 | 983,532 | | 4,916,999 |
| Katherine J. Harless | 46,715,627 | 1,023,836 | | 4,916,999 |
| Michael J. Hoffman | 45,908,709 | 1,830,754 | | 4,916,999 |
| 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, 2014 | 52,132,909 | 370,980 | 152,573 | |
| Proposal Three Advisory approval of executive compensation | 46,268,958 | 1,095,691 | 374,814 | 4,916,999 |

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.

Regarding the Company's other directors, (i) each of Janet K. Cooper, Gary L. Ellis and Gregg W. Steinhafel continue to serve as a director for a term ending at the Company's 2015 Annual Meeting of Shareholders; and (ii) each of Robert C. Buhrmaster, James C. O'Rourke and Christopher A. Twomey continue to serve as a director for a term ending at the Company's 2016 Annual Meeting of Shareholders.

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 21, 2014

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