

TOLL BROTHERS INC  
Form 8-K  
March 15, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 14, 2017

Toll Brothers, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware                      001-09186      23-2416878  
(State or Other Jurisdiction   (Commission   (IRS Employer  
of Incorporation)              File Number)   Identification No.)

250 Gibraltar Road, Horsham, PA              19044  
(Address of Principal Executive Offices)   (Zip Code)  
Registrant's telephone number, including area code: (215) 938-8000

(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 (see General Instruction A.2. below):

- 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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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on March 14, 2017. There were 162,464,448 shares of common stock eligible to vote at the meeting.

The final voting results for each proposal submitted to a vote of the Company's stockholders are as follows:

Proposal One – Election of Directors:

|                         | FOR         | AGAINST    | ABSTAIN | BROKER<br>NON-VOTES |
|-------------------------|-------------|------------|---------|---------------------|
| Robert I. Toll          | 127,964,374 | 5,621,949  | 144,961 | 14,364,774          |
| Douglas C. Yearley, Jr. | 128,137,169 | 5,443,591  | 150,524 | 14,364,774          |
| Edward G. Boehne        | 121,959,238 | 11,545,373 | 226,673 | 14,364,774          |
| Richard J. Braemer      | 127,855,113 | 5,712,384  | 163,787 | 14,364,774          |
| Christine N. Garvey     | 128,193,073 | 5,377,569  | 160,642 | 14,364,774          |
| Carl B. Marbach         | 121,314,254 | 12,249,068 | 167,962 | 14,364,774          |
| John A. McLean          | 132,441,534 | 1,128,671  | 161,079 | 14,364,774          |
| Stephen A. Novick       | 127,099,949 | 6,470,818  | 160,517 | 14,364,774          |
| Paul E. Shapiro         | 121,320,205 | 12,250,591 | 160,488 | 14,364,774          |

Proposal Two – Ratification of the Re-Appointment of Independent Registered Public Accounting Firm:

| FOR         | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 147,048,373 | 871,195 | 176,490 |

Proposal Three – Advisory and Non-Binding Vote on Executive Compensation (Say on Pay):

| FOR         | AGAINST   | ABSTAIN | BROKER<br>NON-VOTES |
|-------------|-----------|---------|---------------------|
| 129,335,647 | 4,151,610 | 244,027 | 14,364,774          |

Proposal Four – Advisory and Non-Binding Vote on Frequency of Vote Requiring Executive Compensation (Say on Pay Frequency):

| ONE YEAR    | TWO YEARS | THREE YEARS | ABSTAIN | BROKER<br>NON-VOTES |
|-------------|-----------|-------------|---------|---------------------|
| 113,325,474 | 503,379   | 19,709,338  | 193,093 | 14,364,774          |

Based on the results of the vote, and consistent with the recommendation of the Board of Directors, the Board of Directors has determined to hold an advisory vote on executive compensation every year until the next required advisory vote on the frequency of future advisory votes on executive compensation.

Proposal Five – Approval of Amendment to the Toll Brothers, Inc. Employee Stock Purchase Plan (2017):

| FOR         | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|-------------|---------|---------|---------------------|
| 133,228,828 | 366,872 | 135,584 | 14,364,774          |

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.

TOLL BROTHERS, INC.

Dated: March 15, 2017 By: Joseph R. Sicree  
Joseph R. Sicree  
Senior Vice President,  
Chief Accounting Officer