

TORO CO  
Form S-8 POS  
May 20, 2015

As filed with the Securities and Exchange Commission on May 20, 2015

**Registration No. 333-89260**

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

**POST-EFFECTIVE AMENDMENT NO. 3**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**THE TORO COMPANY**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**41-0580470**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**8111 Lyndale Avenue South**

**Bloomington, Minnesota 55420-1196**

**(Address of Principal Executive Offices) (Zip Code)**

**The Toro Company Performance Share Plan**

**(Full Title of the Plan)**

**Timothy P. Dordell**

**Vice President, Secretary and General Counsel**

**The Toro Company**

**8111 Lyndale Avenue South**

**Bloomington, Minnesota 55420-1196**

**(952) 888-8801**

**(Name and Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)**

*Copies requested to:*

**Amy E. Culbert, Esq.**

**Oppenheimer Wolff & Donnelly LLP**

**Campbell Mithun Tower, Suite 2000**

**222 South Ninth Street**

**Minneapolis, Minnesota 55402**

**(612) 607-7287**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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**EXPLANATORY NOTE**

**DEREGISTRATION OF SECURITIES**

The share numbers in the Explanatory Note below reflect adjustments for a two-for-one stock split effected on April 12, 2005 and a two-for-one stock split effected on June 29, 2012.

This Post-Effective Amendment No. 3 (this Post-Effective Amendment ) relates to the Registration Statement on Form S-8 (Registration No. 333-89260) (the Registration Statement ) filed by The Toro Company, a Delaware corporation (the Registrant ), with the Securities and Exchange Commission (the Commission ) on May 28, 2002, as amended by Post-Effective Amendment No. 1 filed with the Commission on June 2, 2003, and as amended by Post-Effective Amendment No. 2 filed with the Commission on May 21, 2008, and the Registration Statement on Form S-8 (Registration No. 333-87461) filed by the Registrant with the Commission on September 21, 1999. These prior Registration Statements registered an aggregate of 5,500,000 shares of common stock, par value \$1.00 ( Common Stock ), of the Registrant to be issued pursuant to The Toro Company Performance Share Plan (the Performance Share Plan ).

The Registrant's authority to grant new awards under the Performance Share Plan terminated upon shareholder approval of The Toro Company 2010 Equity and Incentive Plan on March 16, 2010. On March 17, 2015, the Registrant's shareholders approved The Toro Company Amended and Restated Equity and Incentive Plan (the 2010 Plan ), which, among other things, increased the number of shares of Common Stock authorized for issuance under the 2010 Plan by 300,000 shares (the New Shares ). The maximum number of shares of Common Stock available for issuance under the 2010 Plan, subject to adjustment pursuant to the terms of the 2010 Plan, is now 5,800,000 shares plus the number of shares subject to awards outstanding under the Performance Share Plan, The Toro Company 2000 Stock Option Plan and The Toro Company 2000 Directors Stock Plan (collectively, the Prior Plans ) as of March 16, 2010, the date of the initial adoption of the 2010 Plan, but only to the extent that such outstanding awards under the Prior Plans are forfeited, expire or otherwise terminate without the issuance of such shares (the Carryover Shares ).

As of the date hereof, 369,409 Carryover Shares under the Performance Share Plan have been carried over to the 2010 Plan. Contemporaneously with the filing of this Post-Effective Amendment, the Registrant is filing a new Registration Statement on Form S-8 to register the New Shares and the Carryover Shares available for offer or sale pursuant to the 2010 Plan. The Registrant is filing this Post-Effective Amendment in order to remove from registration the 369,409 Carryover Shares under the Performance Share Plan that have been carried over to the 2010 Plan.

**Item 8. Exhibits.**

The following exhibits are filed with or incorporated by reference into this Registration Statement:

**Exhibit**

<b>No.</b>	<b>Description</b>
24.1	Power of Attorney (filed herewith)

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota, on May 20, 2015.

**THE TORO COMPANY**  
(Registrant)

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Michael J. Hoffman Michael J. Hoffman	Chairman of the Board, President and Chief Executive Officer and Director  (principal executive officer)	May 20, 2015
/s/ Renee J. Peterson Renee J. Peterson	Vice President, Treasurer and Chief Financial Officer  (principal financial officer)	May 20, 2015
/s/ Thomas J. Larson Thomas J. Larson	Vice President, Corporate Controller  (principal accounting officer)	May 20, 2015
/s/ Timothy P. Dordell Timothy P. Dordell As attorney in fact for Robert C.  Buhrmaster, Janet K. Cooper, Gary L.  Ellis, Jeffrey M. Ettinger, Katherine J.  Harless, James C. O Rourke, Gregg W.  Steinhafel and Christopher A. Twomey	Directors	May 20, 2015



**THE TORO COMPANY**  
**POST-EFFECTIVE AMENDMENT NO. 3**  
**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Method of Filing</b>
24.1	Power of Attorney	Filed herewith