

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
<b>Proposal One Election of directors to serve for a term of three years ending at the Company's 2017 Annual Meeting of Shareholders</b>				
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
<b>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</b>	52,132,909	370,980	152,573	
<b>Proposal Three Advisory approval of executive compensation</b>	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