

TORO CO  
Form S-8 POS  
May 15, 2018

As filed with the Securities and Exchange Commission on May 15, 2018  
Registration No. 333-119506

UNITED STATES  
SECURITIES AND  
EXCHANGE  
COMMISSION

Washington,  
D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
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 Incorporation or Organization)  
8111 Lyndale Avenue South  
Bloomington, Minnesota 55420-1196  
(Address of Principal Executive Offices) (Zip Code)

41-0580470  
(I.R.S. Employer Identification No.)

The Toro Company Profit-Sharing Plan for Plymouth Union Employees  
(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.  
Fox Rothschild 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, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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|                                                                                              |                                                    |
|----------------------------------------------------------------------------------------------|----------------------------------------------------|
| Large accelerated filer <input type="checkbox"/>                                             | Accelerated filer <input type="checkbox"/>         |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|                                                                                              | Emerging growth company <input type="checkbox"/>   |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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EXPLANATORY NOTE  
DEREGISTRATION OF SECURITIES

The share number in the Explanatory Note below reflects adjustments for a two-for-one stock split effected on April 12, 2005, a two-for-one stock split effected on June 29, 2012, and a two-for-one stock split effected on September 16, 2016.

This Post-Effective Amendment No. 1 (this “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (Registration No. 333-119506) (the “Registration Statement”) filed by The Toro Company, a Delaware corporation (the “Registrant”), with the Securities and Exchange Commission on October 4, 2004, which registered 280,000 shares of common stock, par value \$1.00 (“Common Stock”), of the Registrant to be issued pursuant to, and an indeterminate amount of plan interests under, The Toro Company Profit-Sharing Plan for Plymouth Union Employees (the “Plymouth Plan”).

This Post-Effective Amendment is being filed to withdraw and remove from registration any unsold shares of Common Stock and plan interests in the Plymouth Plan previously registered by the Registrant pursuant to the Registration Statement. The Plymouth Plan was merged with and into The Toro Company Investment, Savings and Employee Stock Ownership Plan.

## SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, 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. 1 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 15, 2018.

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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                        | Title                                                                                                         | Date         |
|--------------------------------------------------|---------------------------------------------------------------------------------------------------------------|--------------|
| /s/ Richard M. Olson<br>Richard M. Olson         | Chairman of the Board, President and<br>Chief Executive Officer and Director<br>(principal executive officer) | May 15, 2018 |
| /s/ Renee J. Peterson<br>Renee J. Peterson       | Vice President, Treasurer and<br>Chief Financial Officer<br>(principal financial and accounting officer)      | May 15, 2018 |
| /s/ Robert C. Buhrmaster<br>Robert C. Buhrmaster | Director                                                                                                      | May 15, 2018 |
| /s/ Janet K. Cooper<br>Janet K. Cooper           | Director                                                                                                      | May 15, 2018 |
| /s/ Gary L. Ellis<br>Gary L. Ellis               | Director                                                                                                      | May 15, 2018 |
| /s/ Jeffrey M. Ettinger<br>Jeffrey M. Ettinger   | Director                                                                                                      | May 15, 2018 |
| /s/ Katherine J. Harless<br>Katherine J. Harless | Director                                                                                                      | May 15, 2018 |



/s/ D. Christian Koch      Director May 15, 2018  
D. Christian Koch

/s/ James C. O'Rourke      Director May 15, 2018  
James C. O'Rourke

/s/ Gregg W. Steinhafel      Director May 15, 2018  
Gregg W. Steinhafel

/s/ Christopher A. Twomey      Director May 15, 2018  
Christopher A. Twomey

/s/ Michael G. Vale, Ph.D.      Director May 15, 2018  
Michael G. Vale, Ph.D.

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota, on May 15, 2018.

THE TORO COMPANY INVESTMENT,  
SAVINGS AND EMPLOYEE STOCK  
OWNERSHIP PLAN, as the successor to The Toro  
Company Profit-Sharing Plan for Plymouth Union  
Employees

BY: THE TORO COMPANY, as Plan Sponsor and  
Administrator of The Toro Company Investment,  
Savings and Employee Stock Ownership Plan

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