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TOLL BROTHERS INC
Form S-8
March 18, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Toll Brothers, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

23-2416878
(I.R.S Employer
Identification No.)

3103 Philmont Avenue, Huntingdon Valley, Pennsylvania 19006-4298
(Address of Principal Executive Offices) (Zip Code)

Toll Brothers, Inc. Stock Incentive Plan (1998)
(Full Title of the Plan)

Joel H. Rassman
Executive Vice President
and Chief Financial Officer
Toll Brothers, Inc.
3103 Philmont Avenue
Huntingdon Valley, Pennsylvania 19006-4298
(Name and address of agent for service)

(215) 938-8000
(Telephone number, including area code, of agent for service)

Copies to:
Mark K. Kessler, Esquire
Wolf, Block, Schorr and Solis-Cohen LLP
1650 Arch Street
Philadelphia, PA 19103-2097
(215) 977-2576

CALCULATION OF REGISTRATION FEE

Title of each class Securities of to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Am Re Fe
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Common Stock, par value \$0.01 (including associated preferred stock purchase rights)	7,000,000	\$45.51	\$318,570,000	\$4
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(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers such additional shares and associated preferred stock purchase rights as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.

(2) Calculated pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the registrant's Common Stock on March 17, 2004 as quoted on the New York Stock Exchange.

INCORPORATION BY REFERENCE

Pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, the contents of the Registrant's registration statement on Form S-8, filed with the Securities and Exchange Commission on June 25, 1998 (Commission File No. 333-57645) are incorporated herein by reference.

SIGNATURES AND POWER OF ATTORNEY

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Lower Moreland, Commonwealth of Pennsylvania, on this 18th day of March, 2004.

TOLL BROTHERS, INC.

By: Robert I. Toll
Robert I. Toll,
Chairman of the Board of Directors
and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert I. Toll, Zvi Barzilay, Kenneth J. Gary, Joel H. Rassman and Joseph R. Sicree, and each of them, the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including, without limitation, post-effective amendments

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to this Registration Statement), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

Signature -----	Title -----	Date ----
Robert I. Toll ----- Robert I. Toll	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	March 18, 2004
Bruce E. Toll ----- Bruce E. Toll	Vice Chairman of the Board	March 18, 2004
Zvi Barzilay ----- Zvi Barzilay	President, Chief Operating Officer and Director	March 18, 2004
Robert S. Blank ----- Robert S. Blank	Director	March 18, 2004
Edward G. Boehne ----- Edward G. Boehne	Director	March 18, 2004
Richard J. Braemer ----- Richard J. Braemer	Director	March 18, 2004
Roger S. Hillas ----- Roger S. Hillas	Director	March 18, 2004
Carl B. Marbach ----- Carl B. Marbach	Director	March 18, 2004
Stephen A. Novick ----- Stephen A. Novick	Director	March 18, 2004
Joel H. Rassman ----- Joel H. Rassman	Executive Vice President, Treasurer, Chief Financial Officer and Director (Principal Financial Officer)	March 18, 2004
Paul E. Shapiro ----- Paul E. Shapiro	Director	March 18, 2004

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Joseph R. Sicree Chief Accounting Officer

Joseph R. Sicree (Principal Accounting Officer)

March 18, 2004

TOLL BROTHERS, INC.
STOCK INCENTIVE PLAN 1998

REGISTRATION STATEMENT ON FORM S-8

EXHIBIT INDEX

Exhibit No.

- 4.1 Toll Brothers, Inc. Stock Incentive Plan (1998) (Incorporated by reference to Exhibit 4 of the registrant's registration statement on Form S-8 filed with the Securities and Exchange Commission on June 25, 1998, File No. 333-57645).
- 4.2 Amendment to the Toll Brothers, Inc. Stock Incentive Plan (1998) effective March 22, 2001. (Incorporated by reference to Exhibit 10.4 of the Registrant's Form 10-Q for the quarter ended July 31, 2001).
- 5* Opinion and Consent of Wolf, Block, Schorr and Solis-Cohen LLP.
- 23.1* Consent of Ernst & Young LLP, independent accountants.
- 23.2* Consent of Wolf, Block, Schorr and Solis-Cohen LLP (contained in Exhibit 5).
- 24* Power of Attorney (included on signature page of this Registration Statement).

* Filed electronically herewith