

TORO CO  
Form S-8 POS  
May 20, 2015

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

**Registration No. 33-51563**

**Registration No. 33-55550**

**Registration No. 333-03505**

**Registration No. 333-03509**

**Registration No. 333-36166**

**Registration No. 333-44879**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 33-51563**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 33-55550**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-03505**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-03509**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-36166**

**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44879**

***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)**

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

**8111 Lyndale Avenue South**

**Bloomington, Minnesota 55420-1196**

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

**The Toro Company 1992 Directors Stock Plan**

**The Toro Company 1993 Stock Option Plan**

**The Toro Company Annual Management Incentive Plan II**

**Toro Australia Pty Limited General Employee Stock Plan**

**(Full Title of the Plan)**

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**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.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

**DEREGISTRATION OF SECURITIES**

The Toro Company (the Registrant ) is filing this Post-Effective Amendment No. 2 (this Post-Effective Amendment ) to each of the following Registration Statements on Form S-8 (collectively, the Registration Statements ) to deregister any and all securities that remain unsold under such Registration Statements:

Registration Statement on Form S-8 No. 33-51563

Registration Statement on Form S-8 No. 33-55550

Registration Statement on Form S-8 No. 333-03505

Registration Statement on Form S-8 No. 333-03509

Registration Statement on Form S-8 No. 333-36166

Registration Statement on Form S-8 No. 333-44879

The Registrant has terminated any offering of the Registrant's securities pursuant to the Registration Statements described above. In accordance with the undertaking made by the Registrant in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all of such securities of the Registrant registered under the Registration Statements that remain unsold as of the date of this Post-Effective Amendment.

**Item 8. Exhibits.**

The following exhibit is filed herewith:

**Exhibit**

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

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**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. 2 to each of the Registration Statements 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 Post-Effective Amendment No. 2 to each of the Registration Statements have 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.	Directors	May 20, 2015

Steinhafel, and Christopher A. Twomey

**THE TORO COMPANY**  
**POST-EFFECTIVE AMENDMENT NO. 2**  
**EXHIBIT INDEX**

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