

TOLL BROTHERS INC
Form 8-K
March 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 13, 2013

Toll Brothers, Inc.
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|--|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 001-09186 (Commission File Number) | 23-2416878 (IRS Employer Identification No.) |
|---|--|--|

| | |
|---|---------------------|
| 250 Gibraltar Road, Horsham, PA (Address of Principal Executive Offices) | 19044 (Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code: (215) 938-8000

(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 (see General Instruction A.2. below):

- 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its Annual Meeting of Stockholders on March 13, 2013. There were 169,066,583 shares of common stock eligible to vote at the meeting.

The final voting results for each proposal submitted to a vote of the Company's stockholders are as follows:

Proposal One - Election of Directors:

| | FOR | WITHHELD | BROKER NON-VOTES |
|-------------------------|-------------|------------|---------------------|
| Douglas C. Yearley, Jr. | 129,490,238 | 6,912,107 | 15,992,736 |
| Robert S. Blank | 128,702,844 | 7,699,501 | 15,992,736 |
| Edward G. Boehne | 128,693,958 | 7,708,387 | 15,992,736 |
| Richard J. Braemer | 122,411,904 | 13,990,441 | 15,992,736 |
| Carl S. Marbach | 129,050,249 | 7,352,096 | 15,992,736 |
| Stephen A. Novick | 128,179,803 | 8,222,542 | 15,992,736 |
| Paul E. Shapiro | 129,057,578 | 7,344,767 | 15,992,736 |

Proposal Two - Ratification of the Re-Appointment of Independent Registered Public Accounting Firm:

| FOR | AGAINST | ABSTAIN |
|-------------|-----------|---------|
| 150,422,321 | 1,741,873 | 230,885 |

Proposal Three - Advisory and Non-Binding Vote on Executive Compensation:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|------------------|
| 134,587,332 | 1,230,667 | 584,342 | 15,992,740 |

Proposal Four - Re-approval of the Material Terms of the Performance Goals under the Toll Brothers, Inc. Amended and Restated Stock Incentive Plan for Employees (2007):

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|------------------|
| 132,865,014 | 3,382,892 | 154,436 | 15,992,739 |

Proposal Five - Stockholder Proposal Relating to a Majority Voting Standard in the Election of Directors:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|------------|---------|------------------|
| 60,403,273 | 75,604,190 | 394,879 | 15,992,739 |

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.

TOLL BROTHERS, INC.

Dated: March 13, 2013

By: Joseph R. Sicree
Joseph R. Sicree
Senior Vice President,
Chief Accounting Officer