

TOLL BROTHERS INC  
Form 8-K  
March 09, 2016

---

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 8, 2015

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

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

|   |                     |
|---|---------------------|
| 250 Gibraltar Road, Horsham, PA<br>(Address of Principal Executive Offices) | 19044<br>(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))
- 
-

Edgar Filing: TOLL BROTHERS INC - Form 8-K

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

The Company held its Annual Meeting of Stockholders on March 8, 2016. There were 170,523,454 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<br>NON-VOTES |
|-------------------------|-------------|-----------|---------------------|
| Robert I. Toll          | 126,386,563 | 3,101,297 | 13,773,806          |
| Douglas C. Yearley, Jr. | 126,488,235 | 2,999,625 | 13,773,806          |
| Robert S. Blank         | 126,188,142 | 3,299,718 | 13,773,806          |
| Edward G. Boehne        | 120,082,627 | 9,405,233 | 13,773,806          |
| Richard J. Braemer      | 126,324,469 | 3,163,391 | 13,773,806          |
| Christine N. Garvey     | 126,511,736 | 2,976,124 | 13,773,806          |
| Carl B. Marbach         | 124,921,770 | 4,566,090 | 13,773,806          |
| John A. McLean          | 129,011,740 | 476,120   | 13,773,806          |
| Stephen A. Novick       | 124,941,060 | 4,546,800 | 13,773,806          |
| Paul E. Shapiro         | 124,927,356 | 4,560,504 | 13,773,806          |

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

| FOR         | AGAINST | ABSTAIN |
|-------------|---------|---------|
| 142,407,524 | 760,348 | 93,794  |

Proposal Three – Advisory and Non-Binding Vote on Executive Compensation (Say on Pay):

| FOR         | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|------------------|
| 126,582,891 | 2,774,488 | 130,481 | 13,773,806       |

Proposal Four – Approval of the Toll Brothers, Inc. Stock Incentive Plan for Non-Executive Directors:

| FOR         | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|-------------|-----------|---------|------------------|
| 124,362,794 | 5,033,230 | 91,836  | 13,773,806       |

Proposal Five – Approval of Amendment to the Toll Brothers, Inc. Second Restated Certificate of Incorporation, as Amended:

| FOR         | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-------------|---------|---------|------------------|
| 129,315,907 | 133,631 | 38,322  | 13,773,806       |

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 9, 2015

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