

TOLL BROTHERS INC  
Form 8-K  
September 20, 2016

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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): September 20, 2016

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

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

250 Gibraltar Road, Horsham, PA              19044  
(Address of Principal Executive Offices)   (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:

- 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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR**

On September 20, 2016, the Board of Directors (the “Board”) of Toll Brothers, Inc. (the “Company”) approved an amendment to the Company’s By-laws (the “By-laws Amendment”) to change the voting standard for the election of directors from a plurality to a majority voting standard in uncontested elections. Under the new majority voting standard, in uncontested elections a nominee for director shall be elected to the Board if the votes cast for such nominee’s election exceed the votes cast against such nominee’s election. Directors will continue to be elected by plurality vote in contested elections. The effective date of the By-laws Amendment is September 20, 2016. The foregoing summary of the By-laws Amendment is qualified in its entirety by reference to the full text of the By-laws Amendment, filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d). Exhibits

The following Exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit No.	Item
3.1	Amendment to the By-laws of Toll Brothers, Inc., dated September 20, 2016

**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: September 20, 2016 By: /s/ Joseph R. Sicree  
Joseph R. Sicree  
Senior Vice President,  
Chief Accounting Officer