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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): August 19, 2015**

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**THE TORO COMPANY**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**1-8649**  
(Commission  
File Number)

**41-0580470**  
(I.R.S. Employer  
Identification Number)

**8111 Lyndale Avenue South**  
**Bloomington, Minnesota**  
(Address of principal executive offices)

**55420**  
(Zip Code)

**Registrant's telephone number, including area code: (952) 888-8801**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 18, 2015, the Board of Directors of The Toro Company (the “Company”) elected Richard M. Olson as the Company’s President and Chief Operating Officer effective September 1, 2015 and subject to his written acceptance. Mr. Olson accepted this new position, and the Company announced his election as President and Chief Operating Officer, on August 19, 2015.

Mr. Olson has served the Company in various roles throughout his 29-year tenure, most recently as Group Vice President of its International and Micro-Irrigation businesses while also having responsibility for global distributor development and its wholly-owned domestic distributorships. In this new role, Mr. Olson will continue to report to Michael J. Hoffman, Chairman of the Board and Chief Executive Officer, and will oversee all of the Company’s businesses and global operations.

Mr. Olson joined the Company in 1986 and spent his first 14 years in increasing leadership roles in operations, including as a Commercial Engineering Program Manager, Director of Plant Operations at the Company’s facility in Shakopee, Minnesota, and Managing Director of Northern Manufacturing Operations. Since 2010, Mr. Olson has held a number of executive positions in the Company’s businesses, including as General Manager, Exmark division, from September 2010 to March 2012, Vice President, Exmark division, from March 2012 to March 2013, and Vice President, International business from March 2013 to June 2014. Mr. Olson was named Group Vice President, International business, Micro-Irrigation business and Distributor Development in June 2014. Mr. Olson holds a Bachelor of Science degree in industrial technology from Iowa State University and a Masters of Business Administration degree from the Carlson School of Management at the University of Minnesota. Mr. Olson is 51 years old.

Pursuant to the terms of the Company’s offer letter to Mr. Olson (the “Offer Letter”), Mr. Olson’s base compensation will be set by the Company’s Compensation & Human Resources Committee of the Board of Directors (“C&HR Committee”) at its meeting to be held in September 2015. Mr. Olson’s fiscal 2015 annual incentive payout target and performance measures and weightings will remain unchanged, while his fiscal 2016 annual incentive payout target and performance measures and weightings and any other compensation will be determined by the C&HR Committee at its meeting to be held in December 2015. There are no other arrangements or understandings between Mr. Olson and any other person pursuant to which Mr. Olson was selected as the President and Chief Operating Officer of the Company. As of the time of the filing of this report, the Company has not entered into any other material plan, contract or arrangement to which Mr. Olson is a party or in which he participates, or any material amendment, in connection with the election described above.

Officers of the Company are generally elected by the Company’s Board of Directors annually. Mr. Olson will serve in his new position until his successor is elected by the Company’s Board of Directors.

Mr. Olson has no “family relationships,” as that term is defined in Item 401(d) of Regulation S-K, with any other director or executive officer of the Company.

The description of the Offer Letter set forth above is qualified in its entirety by the Offer Letter filed as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated herein by this reference.

**Item 7.01. Regulation FD Disclosure.**

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the press release issued by the Company in connection with the announcement of the election of Mr. Olson as Executive Vice President and Chief Operating Officer of the Company.

The information contained in this Item 7.01 and Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any filings made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Section 9—Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <u>Exhibit<br/>No.</u> | <u>Description</u>  |
|------------------------|---|
| 10.1                   | Offer Letter dated August 18, 2015 between The Toro Company and Richard M. Olson. |
| 99.1                   | Press Release dated August 19, 2015.  |

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.

THE TORO COMPANY  
(Registrant)

Date: August 19, 2015

By /s/ Timothy P. Dordell  
Timothy P. Dordell  
Vice President, Secretary and General Counsel

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   | <b><u>Method of Filing</u></b> |
|---------------------------|---|--------------------------------|
| 10.1                      | Offer Letter dated August 18, 2015 between The Toro Company and Richard M. Olson. | Filed herewith                 |
| 99.1                      | Press Release dated August 19, 2015.  | Furnished herewith             |

[Letterhead]

August 18, 2015

Richard M. Olson

Dear Rick:

It is with great pleasure that I am able to offer you the position of President and Chief Operating Officer of The Toro Company. Earlier today, the Board of Directors formally elected you to this position effective as of September 1, 2015 and subject to your written acceptance of this offer.

The following confirms the terms and conditions of this offer:

|                        |   |
|------------------------|---|
| Title:                 | President and Chief Operating Officer<br>(President & COO)  |
| Effective Date:        | September 1, 2015   |
| Base Salary:           | Your Base Compensation will be set by the Compensation & Human Resources Committee (C&HR Committee) at its meeting to be held in September 2015 taking into account your new responsibilities.  |
| Annual Cash Incentive: | Your F'15 Annual Performance Award, including the payout target and performance measures and weightings, will remain unchanged.<br><br>Your F'16 Annual Performance Award, including the payout target and performance measures and weightings, will be set by the C&HR Committee at its meeting to be held in December 2015 (the December 2015 Meeting) taking into account your new responsibilities. |
| Long-Term Incentives:  | All of your outstanding long-term incentive awards, including Stock Option Awards, Restricted Stock Unit Awards and Performance Share Awards (F'13 to F'15, F'14 to F'16 and F'15 to F'17) will remain unchanged, including the performance measures and weightings for the Performance Share Awards.   |

Your F'16 long-term payout target will be set by the C&HR Committee at the December 2015 Meeting taking into account your new responsibilities. Similar to prior years, it is expected that one-half of the value of your F'16 long-term payout target will be delivered in the form of Stock Option Awards and the other half will be delivered in Performance Share Awards.

Executive Perquisites:

Your perquisites will remain at their current level.

Responsibilities, Reporting Structure & Board Status:

As the President & COO, you will be responsible for all of our businesses and global operations and continue to report to me. You have not been appointed to The Toro Company Board of Directors at this time but it is expected that you will work closely with me on all Board-related matters and attend all Board meetings.

Rick, on behalf of the Board and myself, I want to congratulate you on this significant achievement. I look forward to your acceptance of this offer and working with you to continue to drive the company to even higher levels of success.

Sincerely,

/s/ Michael J. Hoffman

Michael J. Hoffman  
Chairman and CEO  
The Toro Company

August 19, 2015

To the Board of Directors of The Toro Company:

I, Richard M. Olson, consent to being elected as the President and Chief Operating Officer of The Toro Company effective as of September 1, 2015.

/s/ Richard M. Olson

Signature

**Investor Relations**

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*For Immediate Release*

**The Toro Company Names President and Chief Operating Officer**

BLOOMINGTON, Minn. (August 19, 2015) – The Toro Company (NYSE: TTC) today announced that Richard M. Olson has been elected to the position of President and Chief Operating Officer effective September 1, 2015. Olson, 51, has served the company in various roles throughout his 29-year tenure, most recently as Group Vice President of its International and Micro-Irrigation businesses while also having responsibility for global distributor development and its wholly-owned domestic distributorships. In this new role, Olson will continue to report to Michael J. Hoffman, Chairman of the Board and Chief Executive Officer, and will oversee all of the company's businesses and global operations.

"The rich company knowledge and broad experience that Rick has gained through his leadership of both our businesses and manufacturing operations provide him with the unique strategic perspective that will be instrumental in helping us drive toward the achievement of our Destination PRIME goals and beyond," said Hoffman. "In addition, his deep commitment to our mission of delivering superior product innovation and superior customer care will help enable us to sustain and grow our market leadership positions and deliver successful results for our employees, customers and shareholders long into the future."

Olson joined The Toro Company in 1986 and spent his first 14 years in increasing leadership roles in operations, including as a Commercial Engineering Program Manager, Director of Plant Operations at the Company's facility in Shakopee, Minnesota, and Managing Director of Northern Manufacturing Operations. Since 2010, Olson has held a number of executive positions in the company's businesses, including as Vice President, Exmark division, and Vice President, International business. Olson was named Group Vice President, International business, Micro-Irrigation business and Distributor Development in June 2014. Olson holds a Bachelor of Science degree in industrial technology from Iowa State University and a Masters of Business Administration degree from the Carlson School of Management at the University of Minnesota.

**About The Toro Company**

The Toro Company (NYSE: TTC) is a leading worldwide provider of innovative solutions for the outdoor environment, including turf, snow and ground engaging equipment and irrigation and outdoor lighting solutions. With sales of \$2.2 billion in fiscal 2014, Toro's global presence extends to more than 90 countries. Through constant innovation and caring relationships built on trust and integrity, Toro and its family of brands have built a legacy of excellence by helping customers care for golf courses, landscapes, sports fields, public green spaces, commercial and residential properties and agricultural fields. For more information, visit [www.thetorocompany.com](http://www.thetorocompany.com).

**Forward-Looking Statements**

This news release contains forward-looking statements, which are being made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's current assumptions and expectations of future events, and often can be identified by words such as "expect," "strive," "looking ahead," "outlook," "guidance," "forecast," "goal," "optimistic," "anticipate," "continue," "plan," "estimate," "project," "believe," "should," "could," "will," "would,"

“possible,” “may,” “likely,” “intend,” “can,” “seek,” and similar expressions. Forward-looking statements involve risks and uncertainties that could cause actual events and results to differ materially from those projected or implied. Particular risks and uncertainties that may affect our operating results or financial position include: worldwide economic conditions, including slow or negative growth rates in global and domestic economies and weakened consumer confidence; disruption at our manufacturing or distribution facilities, including drug cartel-related violence affecting our maquiladora operations in Juarez, Mexico; fluctuations in the cost and availability of raw materials and components, including steel, engines, hydraulics and resins; the impact of abnormal weather patterns, including unfavorable weather conditions exacerbated by global climate change or otherwise; the impact of natural disasters and global pandemics; the level of growth or contraction in our key markets; government and municipal revenue, budget and spending levels; dependence on The Home Depot as a customer for our residential business; elimination of shelf space for our products at dealers or retailers; inventory adjustments or changes in purchasing patterns by our customers; our ability to develop and achieve market acceptance for new products; increased competition; the risks attendant to international operations and markets, including political, economic and/or social instability and tax policies in the countries in which we manufacture or sell our products; foreign currency exchange rate fluctuations; our relationships with our distribution channel partners, including the financial viability of our distributors and dealers; risks associated with acquisitions, including our acquisition of the BOSS® professional snow and ice management business; management of our alliances or joint ventures, including Red Iron Acceptance, LLC; the costs and effects of enactment of, changes in and compliance with laws, regulations and standards, including those relating to consumer product safety, Tier 4 emissions requirements, conflict mineral disclosure, taxation, healthcare, and environmental, health and safety matters; unforeseen product quality problems; loss of or changes in executive management or key employees; the occurrence of litigation or claims, including those involving intellectual property or product liability matters; and other risks and uncertainties described in our most recent annual report on Form 10-K, subsequent quarterly reports on Form 10-Q, and other filings with the Securities and Exchange Commission. We undertake no obligation to update forward-looking statements made herein to reflect events or circumstances after the date hereof.