

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): December 12, 2023

THE TORO COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-8649
(Commission File Number)

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

**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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	TTC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On December 12, 2023, the Board of Directors (the “Board”) of The Toro Company (“TTC”) increased the number of directors constituting the Board from nine to ten and elected Dianne C. Craig to the Board and to the Audit Committee and Finance Committee of the Board, effective January 1, 2024.

In her capacity as a non-employee director, Ms. Craig will receive customary non-employee directors compensation pursuant to plans and policies applicable to non-employee members of the Board, as described in TTC’s definitive proxy statement for its most recent Annual Meeting of Shareholders held on March 21, 2023.

There are no arrangements or understandings between Ms. Craig and any other person pursuant to which she was selected as a director of TTC, and there have been no transactions since the beginning of TTC’s last fiscal year, or are currently proposed, regarding Ms. Craig that are required to be disclosed by Item 404(a) of Regulation S-K.

Attached to this Current Report on Form 8-K as Exhibit 99.1 is the press release announcing the election of Ms. Craig to the Board.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press release dated December 12, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: December 12, 2023

/s/ Joanna M. Totsky

Joanna M. Totsky

Vice President, General Counsel and Corporate Secretary



**THE TORO
COMPANY**

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For Immediate Release

The Toro Company Elects Dianne Craig to Board of Directors

BLOOMINGTON, Minn. (December 12, 2023) – The Toro Company (NYSE: TTC) today announced the election of Dianne Craig to its Board of Directors, effective January 1, 2024.

“We are very pleased to have Dianne join The Toro Company’s board as a proven leader with a diverse range of executive leadership achievements,” said Richard Olson, chairman and chief executive officer of The Toro Company. “Dianne’s experience complements the depth and breadth already represented on our board. Her extensive background in operational execution, channel strategy and delivering best-in-class marketing solutions will be a strong asset as we continue to advance our strategic vision and corporate governance principles for the long-term benefit of our customers, shareholders and business partners.”

Dianne Craig, 59, currently serves as president of Lincoln, the luxury vehicle division of Ford Motor Company (NYSE: F) based in Dearborn, Michigan. Throughout her 30-year career in the automotive industry, she has held several leadership roles of increasing responsibility. She was president of the International Markets Group, Ford Blue, leading business operations for dealer and distributor markets in over 100 countries, and prior to that she served as chief executive officer at Ford Direct and chief executive officer of Ford Motor Company of Canada. Craig received a Bachelor of Science in mathematics from State University of New York at Fredonia.

About The Toro Company

The Toro Company (NYSE: TTC) is a leading worldwide provider of innovative solutions for the outdoor environment including turf and landscape maintenance, snow and ice management, underground utility construction, rental and specialty construction, and irrigation and outdoor lighting solutions. With net sales of \$4.5 billion in fiscal 2022, The

Toro Company's global presence extends to more than 125 countries through a family of brands that includes Toro, Ditch Witch, Exmark, Spartan Mowers, BOSS Snowplow, Ventrac, American Augers, Trencher, Pope, Subsite Electronics, HammerHead, Radius HDD, Perrot, Hayter, Unique Lighting Systems, Irritrol, and Lawn-Boy. Through constant innovation and caring relationships built on trust and integrity, The Toro Company and its family of brands have built a legacy of excellence by helping customers work on golf courses, sports fields, construction sites, public green spaces, commercial and residential properties and agricultural operations. For more information, visit www.thetorocompany.com.

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