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

**POST-EFFECTIVE AMENDMENT NO. 3
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE TORO COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

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

**8111 Lyndale Avenue South
Bloomington, Minnesota 55420-1196**
(Address of Principal Executive Offices) (Zip Code)

The Toro Company Performance Share Plan
(Full Title of the Plan)

Timothy P. Dordell
Vice President, Secretary and General Counsel
The Toro Company
8111 Lyndale Avenue South
Bloomington, Minnesota 55420-1196
(952) 888-8801
(Name and Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies requested to:

Amy E. Culbert, Esq.
Oppenheimer Wolff & Donnelly LLP
Campbell Mithun Tower, Suite 2000
222 South Ninth Street
Minneapolis, Minnesota 55402
(612) 607-7287

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

The share numbers in the Explanatory Note below reflect adjustments for a two-for-one stock split effected on April 12, 2005 and a two-for-one stock split effected on June 29, 2012.

This Post-Effective Amendment No. 3 (this “Post-Effective Amendment”) relates to the Registration Statement on Form S-8 (Registration No. 333-89260) (the “Registration Statement”) filed by The Toro Company, a Delaware corporation (the “Registrant”), with the Securities and Exchange Commission (the “Commission”) on May 28, 2002, as amended by Post-Effective Amendment No. 1 filed with the Commission on June 2, 2003, and as amended by Post-Effective Amendment No. 2 filed with the Commission on May 21, 2008, and the Registration Statement on Form S-8 (Registration No. 333-87461) filed by the Registrant with the Commission on September 21, 1999. These prior Registration Statements registered an aggregate of 5,500,000 shares of common stock, par value \$1.00 (“Common Stock”), of the Registrant to be issued pursuant to The Toro Company Performance Share Plan (the “Performance Share Plan”).

The Registrant’s authority to grant new awards under the Performance Share Plan terminated upon shareholder approval of The Toro Company 2010 Equity and Incentive Plan on March 16, 2010. On March 17, 2015, the Registrant’s shareholders approved The Toro Company Amended and Restated Equity and Incentive Plan (the “2010 Plan”), which, among other things, increased the number of shares of Common Stock authorized for issuance under the 2010 Plan by 300,000 shares (the “New Shares”). The maximum number of shares of Common Stock available for issuance under the 2010 Plan, subject to adjustment pursuant to the terms of the 2010 Plan, is now 5,800,000 shares plus the number of shares subject to awards outstanding under the Performance Share Plan, The Toro Company 2000 Stock Option Plan and The Toro Company 2000 Directors Stock Plan (collectively, the “Prior Plans”) as of March 16, 2010, the date of the initial adoption of the 2010 Plan, but only to the extent that such outstanding awards under the Prior Plans are forfeited, expire or otherwise terminate without the issuance of such shares (the “Carryover Shares”).

As of the date hereof, 369,409 Carryover Shares under the Performance Share Plan have been carried over to the 2010 Plan. Contemporaneously with the filing of this Post-Effective Amendment, the Registrant is filing a new Registration Statement on Form S-8 to register the New Shares and the Carryover Shares available for offer or sale pursuant to the 2010 Plan. The Registrant is filing this Post-Effective Amendment in order to remove from registration the 369,409 Carryover Shares under the Performance Share Plan that have been carried over to the 2010 Plan.

Item 8. Exhibits.

The following exhibits are filed with or incorporated by reference into this Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
24.1	Power of Attorney (filed herewith)

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 3 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Bloomington, State of Minnesota, on May 20, 2015.

THE TORO COMPANY
(Registrant)

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

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Michael J. Hoffman</u> Michael J. Hoffman	Chairman of the Board, President and Chief Executive Officer and Director (principal executive officer)	May 20, 2015
<u>/s/ Renee J. Peterson</u> Renee J. Peterson	Vice President, Treasurer and Chief Financial Officer (principal financial officer)	May 20, 2015
<u>/s/ Thomas J. Larson</u> Thomas J. Larson	Vice President, Corporate Controller (principal accounting officer)	May 20, 2015
<u>/s/ Timothy P. Dordell</u> Timothy P. Dordell As attorney in fact for Robert C. Buhrmaster, Janet K. Cooper, Gary L. Ellis, Jeffrey M. Ettinger, Katherine J. Harless, James C. O'Rourke, Gregg W. Steinhafel and Christopher A. Twomey	Directors	May 20, 2015

THE TORO COMPANY

POST-EFFECTIVE AMENDMENT NO. 3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
24.1	Power of Attorney	Filed herewith

EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, each being a member of the Board of Directors of The Toro Company, a Delaware corporation, do hereby make, nominate and appoint each of MICHAEL J. HOFFMAN AND TIMOTHY P. DORDELL, signing singly, to be his or her attorney-in-fact, with full power and authority to sign his or her name to a Post-Effective Amendment No. 3 to Registration Statement on Form S-8 relating to The Toro Company Performance Share Plan (Registration Nos. 333-89260 and 333-87461) (the "Registration Statement"), and any and all additional amendments thereto (including without limitation additional post-effective amendments to register or de-register shares), provided that the Registration Statement, in final form, be approved by said attorney-in-fact; and his name, when thus signed, shall have the same force and effect as though I had manually signed said document or documents.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 19th day of May, 2015.

Signature

/s/ Robert C. Buhrmaster

Robert C. Buhrmaster

/s/ Janet K. Cooper

Janet K. Cooper

/s/ Gary L. Ellis

Gary L. Ellis

/s/ Jeffrey M. Ettinger

Jeffrey M. Ettinger

/s/ Katherine J. Harless

Katherine J. Harless

/s/ James C. O'Rourke

James C. O'Rourke

/s/ Gregg W. Steinhafel

Gregg W. Steinhafel

/s/ Christopher A. Twomey

Christopher A. Twomey