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

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**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 33-51563**  
**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 33-55550**  
**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-03505**  
**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-03509**  
**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-36166**  
**POST-EFFECTIVE AMENDMENT NO. 2 TO FORM S-8 REGISTRATION STATEMENT NO. 333-44879**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**THE TORO COMPANY**  
(Exact Name of Registrant as Specified in its Charter)

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**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)

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**The Toro Company 1992 Directors Stock Plan**  
**The Toro Company 1993 Stock Option Plan**  
**The Toro Company Annual Management Incentive Plan II**  
**Toro Australia Pty Limited General Employee Stock 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**

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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

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## DEREGISTRATION OF SECURITIES

The Toro Company (the "Registrant") is filing this Post-Effective Amendment No. 2 (this "Post-Effective Amendment") to each of the following Registration Statements on Form S-8 (collectively, the "Registration Statements") to deregister any and all securities that remain unsold under such Registration Statements:

- Registration Statement on Form S-8 No. 33-51563
- Registration Statement on Form S-8 No. 33-55550
- Registration Statement on Form S-8 No. 333-03505
- Registration Statement on Form S-8 No. 333-03509
- Registration Statement on Form S-8 No. 333-36166
- Registration Statement on Form S-8 No. 333-44879

The Registrant has terminated any offering of the Registrant's securities pursuant to the Registration Statements described above. In accordance with the undertaking made by the Registrant in the Registration Statements to remove from registration, by means of post-effective amendments, any of the securities that had been registered for issuance that remain unsold at the termination of the offering, the Registrant hereby removes from registration all of such securities of the Registrant registered under the Registration Statements that remain unsold as of the date of this Post-Effective Amendment.

### **Item 8. Exhibits.**

The following exhibit is filed herewith:

<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. 2 to each of the Registration Statements 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 Post-Effective Amendment No. 2 to each of the Registration Statements have 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. 2**

**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 any and all amendments, including post-effective amendments, to the previously filed Registration Statements on Form S-8 listed in Exhibit A hereto, including any amendments thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto any such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that any such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

**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  
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Janet K. Cooper

/s/ Gary L. Ellis  
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Gary L. Ellis

/s/ Jeffrey M. Ettinger  
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Jeffrey M. Ettinger

/s/ Katherine J. Harless  
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Katherine J. Harless

/s/ James C. O'Rourke  
\_\_\_\_\_  
James C. O'Rourke

/s/ Gregg W. Steinhafel  
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Gregg W. Steinhafel

/s/ Christopher A. Twomey  
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Christopher A. Twomey

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**Exhibit A**

Registration Statement on Form S-8 No. 33-51563  
Registration Statement on Form S-8 No. 33-55550  
Registration Statement on Form S-8 No. 333-03505  
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