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

FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Quarterly Period Ended August 1, 2014

o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period from to

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

Delaware	**1-8649**	**41-0580470**
(State of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

8111 Lyndale Avenue South
Bloomington, Minnesota 55420
Telephone number: (952) 888-8801
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The number of shares of common stock outstanding as of August 26, 2014 was 55,669,415.

THE TORO COMPANY
INDEX TO FORM 10-Q

		Page Number
PART I.	**FINANCIAL INFORMATION:**	
Item 1.	Financial Statements	
	Condensed Consolidated Statements of Earnings (Unaudited) — Three and Nine Months Ended August 1, 2014 and August 2, 2013	3
	Condensed Consolidated Statements of Comprehensive Income (Unaudited) — Three and Nine Months Ended August 1, 2014 and August 2, 2013	3
	Condensed Consolidated Balance Sheets (Unaudited) — August 1, 2014, August 2, 2013, and October 31, 2013	4
	Condensed Consolidated Statements of Cash Flows (Unaudited) — Nine Months Ended August 1, 2014 and August 2, 2013	5

	Notes to Condensed Consolidated Financial Statements (Unaudited)	6-16
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	16-26
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	26-27
Item 4.	Controls and Procedures	27
PART II.	**OTHER INFORMATION:**	
Item 1.	Legal Proceedings	27
Item 1A.	Risk Factors	28
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	28
Item 6.	Exhibits	29
	Signatures	30

Table of Contents

PART I. FINANCIAL INFORMATION
Item 1. FINANCIAL STATEMENTS
THE TORO COMPANY AND SUBSIDIARIES
Condensed Consolidated Statements of Earnings (Unaudited)
(Dollars and shares in thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Net sales	$ 567,540	$ 509,918	$ 1,758,551	$ 1,659,065
Cost of sales	365,460	331,887	1,128,417	1,062,916
Gross profit	202,080	178,031	630,134	596,149
Selling, general, and administrative expense	130,043	119,451	386,620	373,894
Operating earnings	72,037	58,580	243,514	222,255
Interest expense	(3,629)	(3,909)	(11,065)	(12,307)
Other income, net	2,390	2,982	6,220	7,420
Earnings before income taxes	70,798	57,653	238,669	217,368
Provision for income taxes	20,785	17,556	75,701	67,473
Net earnings	$ 50,013	$ 40,097	$ 162,968	$ 149,895
Basic net earnings per share of common stock	$ 0.89	$ 0.70	$ 2.88	$ 2.58
Diluted net earnings per share of common stock	$ 0.87	$ 0.68	$ 2.82	$ 2.53
Weighted-average number of shares of common stock outstanding — Basic	55,965	57,653	56,494	58,091
Weighted-average number of shares of common stock outstanding — Diluted	57,320	58,913	57,800	59,266

THE TORO COMPANY AND SUBSIDIARIES
Condensed Consolidated Statements of Comprehensive Income (Unaudited)
(Dollars in thousands)

	Three Months Ended		Nine Months Ended	
	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Net earnings	$ 50,013	$ 40,097	$ 162,968	$ 149,895
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	(620)	(5,583)	541	(5,037)
Derivative instruments, net of tax of $531, $(37), $891, and $596, respectively	446	(128)	1,036	546
Other comprehensive (loss) income	(174)	(5,711)	1,577	(4,491)
Comprehensive income	$ 49,839	$ 34,386	$ 164,545	$ 145,404

See accompanying notes to condensed consolidated financial statements.

Table of Contents

THE TORO COMPANY AND SUBSIDIARIES
Condensed Consolidated Balance Sheets (Unaudited)
(Dollars in thousands, except per share data)

	August 1, 2014	August 2, 2013	October 31, 2013
ASSETS			
Cash and cash equivalents	$ 177,894	$ 161,180	$ 182,993
Receivables, net	215,595	202,148	157,171
Inventories, net	293,761	258,929	240,089
Prepaid expenses and other current assets	33,764	27,426	33,258
Deferred income taxes	38,735	62,324	39,756
Total current assets	759,749	712,007	653,267
Property, plant, and equipment	770,758	710,825	721,504
Less accumulated depreciation	567,930	530,882	536,408
	202,828	179,943	185,096
Long-term deferred income taxes	25,951	98	—
Other assets	22,226	19,351	44,163
Goodwill	91,812	91,951	91,914
Other intangible assets, net	25,261	27,780	28,308
Total assets	$ 1,127,827	$ 1,031,130	$ 1,002,748
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current portion of long-term debt	$ 140	$ —	$ —
Short-term debt	1,134	—	—
Accounts payable	168,956	124,244	136,158
Accrued liabilities	289,519	284,702	252,687
Total current liabilities	459,749	408,946	388,845
Long-term debt, less current portion	223,800	223,528	223,544
Deferred revenue	11,102	10,547	10,899
Deferred income taxes	5,969	2,898	5,969
Other long-term liabilities	14,474	6,592	14,753
Stockholders' equity:			
Preferred stock, par value $1.00 per share, authorized 1,000,000 voting and 850,000 non-voting shares, none issued and outstanding	—	—	—
Common stock, par value $1.00 per share, authorized 175,000,000 shares; issued and outstanding 55,705,894 shares as of August 1, 2014, 57,142,923 shares as of August 2, 2013, and 56,788,723 shares as of October 31, 2013	55,706	57,143	56,789
Retained earnings	368,020	335,941	314,519
Accumulated other comprehensive loss	(10,993)	(14,465)	(12,570)
Total stockholders' equity	412,733	378,619	358,738
Total liabilities and stockholders' equity	$ 1,127,827	$ 1,031,130	$ 1,002,748

See accompanying notes to condensed consolidated financial statements.

Table of Contents

THE TORO COMPANY AND SUBSIDIARIES
Condensed Consolidated Statements of Cash Flows (Unaudited)
(Dollars in thousands)

	Nine Months Ended	
	August 1, 2014	August 2, 2013
Cash flows from operating activities:		
Net earnings	$ 162,968	$ 149,895
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Non-cash income from finance affiliate	(5,598)	(5,658)
Provision for depreciation and amortization	38,104	39,204
Stock-based compensation expense	8,478	7,927
(Increase) decrease in deferred income taxes	(43)	183
Other	2	28
Changes in operating assets and liabilities, net of effect of acquisition:		
Receivables, net	(59,774)	(56,762)
Inventories, net	(53,716)	(12,048)
Prepaid expenses and other assets	1,167	(1,539)
Accounts payable, accrued liabilities, deferred revenue, and other long-term liabilities	72,625	36,910
Net cash provided by operating activities	164,213	158,140

Cash flows from investing activities:		
Purchases of property, plant, and equipment	(53,228)	(34,390)
Proceeds from asset disposals	161	344
Distributions from finance affiliate, net	2,324	2,977
Acquisition, net of cash acquired	(715)	—
Net cash used in investing activities	(51,458)	(31,069)
Cash flows from financing activities:		
Increase in (repayments of) short-term debt	300	(415)
Increase in (repayments of) long-term debt	18	(1,769)
Excess tax benefits from stock-based awards	8,536	5,196
Proceeds from exercise of stock options	6,813	8,146
Purchases of Toro common stock	(100,507)	(76,003)
Dividends paid on Toro common stock	(33,871)	(24,453)
Net cash used in financing activities	(118,711)	(89,298)
Effect of exchange rates on cash and cash equivalents	857	(2,449)
Net (decrease) increase in cash and cash equivalents	(5,099)	35,324
Cash and cash equivalents as of the beginning of the fiscal period	182,993	125,856
Cash and cash equivalents as of the end of the fiscal period	$ 177,894	$ 161,180

See accompanying notes to condensed consolidated financial statements.

Table of Contents

THE TORO COMPANY AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements (Unaudited)
August 1, 2014

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all the information and notes required by U.S. generally accepted accounting principles (“U.S. GAAP”) for complete financial statements. Unless the context indicates otherwise, the terms “company” and “Toro” refer to The Toro Company and its consolidated subsidiaries. In the opinion of management, the unaudited condensed consolidated financial statements include all adjustments, consisting primarily of recurring accruals, considered necessary for a fair presentation of the financial position and results of operations. Since the company’s business is seasonal, operating results for the nine months ended August 1, 2014 cannot be annualized to determine the expected results for the fiscal year ending October 31, 2014.

The company’s fiscal year ends on October 31, and quarterly results are reported based on three-month periods that generally end on the Friday closest to the quarter end. For comparative purposes, however, the company’s second and third quarters always include exactly 13 weeks of results so that the quarter end date for these two quarters is not necessarily the Friday closest to the calendar month end.

For further information, refer to the consolidated financial statements and notes included in the company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2013. The policies described in that report are used for preparing quarterly reports.

New Accounting Pronouncement Adopted

In December 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2011-11, Disclosures about Offsetting Assets and Liabilities. ASU No. 2011-11 requires entities to disclose gross and net information about both instruments and transactions eligible for offset in the statement of financial position and those subject to an agreement similar to a master netting arrangement, including derivatives and other financial securities arrangements. The company adopted this guidance in the first quarter of fiscal 2014, as required. The adoption of this guidance did not have a material impact on the company’s consolidated financial statements.

Acquisition

During the first quarter of fiscal 2014, the company completed the acquisition of certain assets of a quality value-priced line of outdoor lighting fixtures and accessories for the landscape lighting market. The acquisition was accounted for as a business combination and was immaterial based on the company’s consolidated financial condition and results of operations.

Accounting Policies

In preparing the consolidated financial statements in conformity with U.S. GAAP, management must make decisions that impact the reported amounts of assets, liabilities, revenues, expenses, and the related disclosures, including disclosures of contingent assets and liabilities. Such decisions include the selection of the appropriate accounting principles to be applied and the assumptions on which to base accounting estimates. Estimates are used in determining, among other items, sales promotions and incentives accruals, incentive compensation accruals, inventory valuation, warranty reserves, earnout liabilities, allowance for doubtful accounts, pension and postretirement accruals, self-insurance accruals, useful lives for tangible and intangible assets, and future cash flows associated with impairment testing for goodwill and other long-lived assets. These estimates and assumptions are based on management’s best estimates and judgments at the time they are made. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors that management believes to be reasonable under the circumstances, including the current economic environment. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with certainty, actual amounts could

differ significantly from those estimated at the time the consolidated financial statements are prepared. Changes in those estimates will be reflected in the consolidated financial statements in future periods.

Table of Contents

Stock-Based Compensation

Stock Option Awards

Under the company's incentive plan, stock options are granted with an exercise price equal to the closing price of the company's common stock on the date of grant, as reported by the New York Stock Exchange. Options are generally granted to executive officers, other employees, and non-employee members of the company's Board of Directors on an annual basis in the first quarter of the company's fiscal year. Options generally vest one-third each year over a three-year period and have a ten-year term. Other options granted to certain non-officer employees vest in full on the three-year anniversary of the date of grant and have a ten-year term. Compensation expense equal to the grant date fair value is recognized for these awards over the vesting period. Stock options granted to officers and other employees are subject to accelerated expensing if the option holder meets the retirement definition set forth in the plan. In that case, the fair value of the options is expensed in the fiscal year of grant because the option holder must be employed as of the end of the fiscal year in which the options are granted in order for the options to continue to vest following retirement. Similarly, if a non-employee director has served on the company's Board of Directors for ten full fiscal years or more, the awards vest immediately upon retirement, and therefore, the fair value of the options granted is fully expensed on the date of the grant.

The fair value of each stock option is estimated on the date of grant using the Black-Scholes valuation method with the assumptions noted in the table below. The expected life is a significant assumption as it determines the period for which the risk-free interest rate, volatility, and dividend yield must be applied. The expected life is the average length of time in which officers, other employees, and non-employee directors are expected to exercise their stock options, which is primarily based on historical experience. Separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. Expected volatilities are based on the movement of the company's common stock over the most recent historical period equivalent to the expected life of the option. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury rate over the expected life at the time of grant. Dividend yield is estimated over the expected life based on the company's historical cash dividends paid, expected future cash dividends and dividend yield, and expected changes in the company's stock price.

The following table illustrates the assumptions for options granted in the following fiscal periods.

	Fiscal 2014	Fiscal 2013
Expected life of option in years	6	6
Expected volatility	34.28% - 34.42%	35.18% - 35.19%
Weighted-average volatility	34.29%	35.19%
Risk-free interest rate	1.92%	0.88%
Expected dividend yield	1.25% - 1.27%	1.04% - 1.07%
Weighted-average dividend yield	1.25%	1.07%
Grant date per share weighted-average fair value	$18.69	$13.03

Performance Share Awards

The company grants performance share awards to executive officers and other employees under which they are entitled to receive shares of the company's common stock contingent on the achievement of performance goals of the company and businesses of the company, which are generally measured over a three-year period. The number of shares of common stock a participant receives will be increased (up to 200 percent of target levels) or reduced (down to zero) based on the level of achievement of performance goals and vest at the end of a three-year period. Performance share awards are generally granted on an annual basis in the first quarter of the company's fiscal year. Compensation expense is recognized for these awards on a straight-line basis over the vesting period based on the per share fair value as of the date of grant and the probability of achieving each performance goal. The per share fair value of performance share awards granted during the first nine months of fiscal 2014 and 2013 was $59.31 and $42.06, respectively. No performance share awards were granted during the third quarter of fiscal 2014 or 2013.

Restricted Stock and Restricted Stock Unit Awards

Under the company's incentive plan, restricted stock and restricted stock unit awards are generally granted to certain non-officer employees. Occasionally, restricted stock or restricted stock unit awards may be granted, including to officers, in connection with hiring, mid-year promotions, leadership transition, or retention. Restricted stock and restricted stock unit awards generally vest one-third each year over a three-year period, or vest in full on the three-year anniversary of the date of grant. Such awards may have performance-based rather than time-based vesting requirements. Compensation expense equal to the grant date fair value, which is equal to the closing price of the company's common stock on the date of grant multiplied by the number of shares subject to the restricted stock and restricted stock unit awards, is recognized for these awards over the vesting period. The per share weighted-average fair value of restricted stock and restricted stock unit awards granted during the first nine months of fiscal 2014 and 2013 was $63.09 and $46.22, respectively.

Table of Contents

Per Share Data

Reconciliations of basic and diluted weighted-average shares of common stock outstanding are as follows:

	Three Months Ended		Nine Months Ended	
(Shares in thousands)	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Basic				

Weighted-average number of shares of common stock	55,965	57,653	56,477	58,059
Assumed issuance of contingent shares	—	—	17	32
Weighted-average number of shares of common stock and assumed issuance of contingent shares	55,965	57,653	56,494	58,091
Diluted				
Weighted-average number of shares of common stock and assumed issuance of contingent shares	55,965	57,653	56,494	58,091
Effect of dilutive securities	1,355	1,260	1,306	1,175
Weighted-average number of shares of common stock, assumed issuance of contingent shares, and effect of dilutive securities	57,320	58,913	57,800	59,266

Incremental shares from options, restricted stock, and restricted stock units are computed by the treasury stock method. Options, restricted stock, and restricted stock units of 153,651 and 204,461 shares during the third quarter of fiscal 2014 and 2013, respectively, were excluded from the diluted net earnings per share because they were anti-dilutive. For the year-to-date periods through the third quarter of fiscal 2014 and 2013, options, restricted stock, and restricted stock units of 239,058 and 328,703 shares, respectively, were excluded from the diluted net earnings per share because they were anti-dilutive.

Inventories

Inventories are valued at the lower of cost or net realizable value, with cost determined by the last-in, first-out (“LIFO”) method for most inventories and first-in, first-out (“FIFO”) method for all other inventories. The company establishes a reserve for excess, slow-moving, and obsolete inventory that is equal to the difference between the cost and estimated net realizable value for that inventory. These reserves are based on a review and comparison of current inventory levels to the planned production, as well as planned and historical sales of the inventory.

Inventories were as follows:

(Dollars in thousands)	August 1, 2014	August 2, 2013	October 31, 2013
Raw materials and work in process	$ 88,140	$ 80,176	$ 87,668
Finished goods and service parts	270,996	242,560	217,796
Total FIFO value	359,136	322,736	305,464
Less: adjustment to LIFO value	65,375	63,807	65,375
Total	$ 293,761	$ 258,929	$ 240,089

Goodwill

The changes in the net carrying amount of goodwill for the first nine months of fiscal 2014 were as follows:

(Dollars in thousands)	Professional Segment	Residential Segment	Total
Balance as of October 31, 2013	$ 80,962	$ 10,952	$ 91,914
Translation adjustments	(36)	(66)	(102)
Balance as of August 1, 2014	$ 80,926	$ 10,886	$ 91,812

Table of Contents

Other Intangible Assets

The components of other intangible assets were as follows:

(Dollars in thousands) August 1, 2014	Estimated Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net
Patents	1.5-13	$ 10,705	$ (8,838)	$ 1,867
Non-compete agreements	1.5-10	7,041	(5,118)	1,923
Customer-related	1.5-13	8,711	(5,364)	3,347
Developed technology	1.5-10	28,873	(16,055)	12,818
Trade names	1.5-5	1,515	(1,090)	425
Other		800	(800)	—
Total amortizable		57,645	(37,265)	20,380
Non-amortizable - trade names		4,881	—	4,881
Total other intangible assets, net		$ 62,526	$ (37,265)	$ 25,261

October 31, 2013	Estimated Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net
Patents	1.5-13	$ 10,213	$ (8,537)	$ 1,676
Non-compete agreements	1.5-10	6,849	(4,488)	2,361
Customer-related	1.5-13	8,654	(4,660)	3,994
Developed technology	1.5-10	28,224	(13,478)	14,746
Trade names	1.5-5	1,515	(865)	650
Other		800	(800)	—
Total amortizable		56,255	(32,828)	23,427
Non-amortizable - trade names		4,881	—	4,881
Total other intangible assets, net		$ 61,136	$ (32,828)	$ 28,308

Amortization expense for intangible assets during the first nine months of fiscal 2014 was $4.5 million. Estimated amortization expense for the remainder of fiscal 2014 and succeeding fiscal years is as follows: fiscal 2014 (remainder), $1.5 million; fiscal 2015, $5.6 million; fiscal 2016, $5.1 million; fiscal 2017, $4.2 million; fiscal 2018, $2.1 million; fiscal 2019, $1.2 million; and after fiscal 2019, $0.7 million.

Investment in Joint Venture

In fiscal 2009, the company and TCF Inventory Finance, Inc. ("TCFIF"), a subsidiary of TCF National Bank, established Red Iron Acceptance, LLC ("Red Iron"), a joint venture in the form of a Delaware limited liability company that provides inventory financing, including floor plan and open account receivable financing, to distributors and dealers of the company's products in the U.S. and to select distributors of the company's products in Canada. Additionally, in connection with the joint venture, the company and an affiliate of TCFIF entered into an arrangement to provide inventory financing to dealers of the company's products in Canada. In fiscal 2012, the company and TCFIF entered into amendments to certain of the agreements pertaining to Red Iron, among other things, to extend the initial term of Red Iron until October 31, 2017, subject to unlimited automatic two-year extensions thereafter. Either the company or TCFIF may elect not to extend the initial term or any subsequent term by giving one-year notice to the other party of its intention not to extend the term.

The company owns 45 percent of Red Iron and TCFIF owns 55 percent of Red Iron. The company accounts for its investment in Red Iron under the equity method of accounting. Each of the company and TCFIF contributed a specified amount of the estimated cash required to enable Red Iron to purchase the company's inventory financing receivables and to provide financial support for Red Iron's inventory financing programs. Red Iron borrows the remaining requisite estimated cash utilizing a $450 million secured revolving credit facility established under a credit agreement between Red Iron and TCFIF. The company's total investment in Red Iron as of August 1, 2014 was $16.6 million. The company has not guaranteed the outstanding indebtedness of Red Iron. The company has agreed to repurchase products repossessed by Red Iron and the TCFIF Canadian affiliate, up to a maximum aggregate amount of $7.5 million in a calendar year. In addition, the company has provided recourse to Red Iron for certain outstanding receivables, which amounted to a maximum amount of $0.4 million as of August 1, 2014.

Under the repurchase agreement between Red Iron and the company, Red Iron provides financing for certain dealers and distributors. These transactions are structured as an advance in the form of a payment by Red Iron to the company on behalf of a distributor or dealer with respect to invoices financed by Red Iron. These payments extinguish the obligation of the dealer or

distributor to make payment to the company under the terms of the applicable invoice. Under separate agreements between Red Iron and the dealers and distributors, Red Iron provides loans to the dealers and distributors for the advances paid by Red Iron to the company. The net amount of new receivables financed for dealers and distributors under this arrangement for the nine months ended August 1, 2014 and August 2, 2013 was $1,019.3 million and $962.5 million, respectively.

As of July 31, 2014, Red Iron's total assets were $332.9 million and total liabilities were $296.1 million.

Warranty Guarantees

The company's products are warranted to ensure customer confidence in design, workmanship, and overall quality. Warranty coverage is for specified periods of time and on select products' hours of usage, and generally covers parts, labor, and other expenses for non-maintenance repairs. Warranty coverage generally does not cover operator abuse or improper use. An authorized company distributor or dealer must perform warranty work. Distributors and dealers submit claims for warranty reimbursement and are credited for the cost of repairs, labor, and other expenses as long as the repairs meet prescribed standards. Warranty expense is accrued at the time of sale based on the estimated number of products under warranty, historical average costs incurred to service warranty claims, the trend in the historical ratio of claims to sales, the historical length of time between the sale and resulting warranty claim, and other minor factors. Special warranty reserves are also accrued for major rework campaigns. The company sells extended warranty coverage on select products for a prescribed period after the factory warranty period expires.

Warranty provisions, claims, and changes in estimates for the first nine months of fiscal 2014 and 2013 were as follows:

	Nine Months Ended	
(Dollars in thousands)	August 1, 2014	August 2, 2013
Beginning balance	$ 72,177	$ 69,848
Warranty provisions	34,078	33,875
Warranty claims	(25,052)	(24,624)
Changes in estimates	(1,510)	(1,928)
Ending balance	$ 79,693	$ 77,171

Stockholders' Equity

Accumulated Other Comprehensive Loss

Components of accumulated other comprehensive loss ("AOCL"), net of tax, are as follows:

(Dollars in thousands)	August 1, 2014	August 2, 2013	October 31, 2013
Foreign currency translation adjustments	$ 7,166	$ 10,496	$ 7,778
Pension and post-retirement benefits	3,754	4,304	3,683
Derivative instruments	73	(335)	1,109
Total accumulated other comprehensive loss	$ 10,993	$ 14,465	$ 12,570

The components and activity of AOCL are as follows:

(Dollars in thousands)	Foreign Currency	Pension and Post-retirement Benefits	Derivative Instruments	Total

	Translation Adjustments			
Balance as of October 31, 2013	$ 7,778	$ 3,683	$ 1,109	$ 12,570
Other comprehensive (income) loss before reclassifications	(612)	71	450	(91)
Amounts reclassified from AOCL	—	—	(1,486)	(1,486)
Net current period other comprehensive (income) loss	$ (612)	$ 71	$ (1,036)	$ (1,577)
Balance as of August 1, 2014	$ 7,166	$ 3,754	$ 73	$ 10,993

Table of Contents

Segment Data

The presentation of segment information reflects the manner in which management organizes segments for making operating decisions and assessing performance. On this basis, the company has determined it has three reportable business segments: Professional, Residential, and Distribution. The Distribution segment, which consists of company-owned domestic distributorships, has been combined with the company's corporate activities and elimination of intersegment revenues and expenses that is shown as "Other" in the following tables due to the insignificance of the segment.

The following table shows the summarized financial information concerning the company's reportable segments:

(Dollars in thousands) Three months ended August 1, 2014	Professional	Residential	Other	Total
Net sales	$ 384,678	$ 175,717	$ 7,145	$ 567,540
Intersegment gross sales	11,964	128	(12,092)	—
Earnings (loss) before income taxes	74,835	18,698	(22,735)	70,798

Three months ended August 2, 2013	Professional	Residential	Other	Total
Net sales	$ 343,866	$ 155,452	$ 10,600	$ 509,918
Intersegment gross sales	7,628	149	(7,777)	—
Earnings (loss) before income taxes	60,508	15,070	(17,925)	57,653

Nine months ended August 1, 2014	Professional	Residential	Other	Total
Net sales	$ 1,208,707	$ 533,664	$ 6,180	$ 1,758,551
Intersegment gross sales	31,878	378	(32,256)	—
Earnings (loss) before income taxes	244,665	60,654	(66,650)	238,669
Total assets	616,305	186,079	325,443	1,127,827

Nine months ended August 2, 2013	Professional	Residential	Other	Total
Net sales	$ 1,169,446	$ 477,789	$ 11,830	$ 1,659,065
Intersegment gross sales	34,401	354	(34,755)	—
Earnings (loss) before income taxes	233,521	51,903	(68,056)	217,368
Total assets	573,089	177,495	280,546	1,031,130

The following table summarizes the components of the loss before income taxes included in "Other" shown above:

	Three Months Ended		Nine Months Ended	
(Dollars in thousands)	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Corporate expenses	$ (22,101)	$ (18,985)	$ (62,448)	$ (61,304)
Interest expense, net	(3,629)	(3,909)	(11,065)	(12,307)
Other	2,995	4,969	6,863	5,555
Total	$ (22,735)	$ (17,925)	$ (66,650)	$ (68,056)

Table of Contents

Derivative Instruments and Hedging Activities

The company is exposed to foreign currency exchange rate risk arising from transactions in the normal course of business, such as sales to third party customers, sales and loans to wholly owned foreign subsidiaries, foreign plant operations, and purchases from suppliers. The company actively manages the exposure of its foreign currency exchange rate market risk by entering into various hedging instruments, authorized under company policies that place controls on these activities, with counterparties that are highly rated financial institutions. The company's hedging activities primarily involve the use of forward currency contracts and cross currency swaps that are intended to offset intercompany loan exposures. The company uses derivative instruments only in an attempt to limit underlying exposure from foreign currency exchange rate fluctuations and to minimize earnings and cash flow volatility associated with foreign currency exchange rate changes. Decisions on whether to use such contracts are primarily based on the amount of exposure to the currency involved and an assessment of the near-term market value for each currency. The company's policy does not allow the use of derivatives for trading or speculative purposes. The company also has made an accounting policy election to use the portfolio exception with respect to measuring counterparty credit risk for derivative instruments, and to measure the fair value of a portfolio of financial assets and financial liabilities on the basis of the net open risk position with each counterparty. The company's primary foreign currency exchange rate exposures are with the Euro, the Australian dollar, the Canadian dollar, the British pound, the Mexican peso, the Japanese yen, the Chinese Renminbi, and the Romanian New Leu against the U.S. dollar, as well as the Romanian New Leu against the Euro.

Cash flow hedges. The company recognizes all derivative instruments as either assets or liabilities at fair value on the consolidated balance sheet and formally documents relationships between cash flow hedging instruments and hedged transactions, as well as its risk-management objective and strategy for undertaking hedge transactions. This process includes linking all derivatives to the forecasted transactions, such as sales to third parties and foreign plant operations. Changes in fair values of outstanding cash flow hedge derivatives, except the ineffective portion, are recorded in other comprehensive income ("OCI"), until net earnings is affected by the variability of cash flows of the hedged transaction. Gains and losses on the derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in net earnings. The consolidated statements of earnings classification of effective hedge results is the same as that of the underlying exposure. Results of hedges of sales and foreign plant operations are recorded in net sales and cost of sales, respectively, when the underlying hedged transaction affects net earnings. The maximum amount of time the company hedges its exposure to the variability in future cash flows for forecasted trade sales and purchases is two years. Results of hedges of intercompany loans are recorded in other income, net as an offset to the remeasurement of the foreign loan balance.

The company formally assesses, at a hedge's inception and on an ongoing basis, whether the derivatives that are designated as hedges have been highly effective in offsetting changes in the cash flows of the hedged transactions and whether those derivatives may be expected to remain highly effective in future periods. When it is determined that a derivative is not, or has ceased to be, highly effective as a hedge, the company discontinues hedge accounting prospectively. When the company discontinues hedge accounting because it is no longer probable, but it is still reasonably possible that the forecasted transaction will occur by the end of the originally expected period or within an additional two-month period of time thereafter, the gain or loss on the derivative remains in AOCL and is reclassified to net earnings when the forecasted transaction affects net earnings. However, if it is probable that a forecasted transaction will not occur by the end of the originally specified time period or within an additional two-month period of time thereafter, the gains and losses that were in AOCL are recognized immediately in net earnings. In all situations in which hedge accounting is discontinued and the derivative remains outstanding, the company carries the derivative at its fair value on the consolidated balance sheets, recognizing future changes in the fair value in other income, net. For the third quarter and year-to-date periods of fiscal 2014, there were immaterial losses on contracts reclassified into earnings as a result of the discontinuance of cash flow hedges. As of August 1, 2014 and August 2, 2013, the notional amount outstanding of forward contracts designated as cash flow hedges was $108.6 million and $80.4 million, respectively. Additionally, as of August 1, 2014, the company had one cross currency interest rate swap instrument outstanding for a fixed pay notional of 36.6 million Romanian New Leu and receive floating notional of 8.5 million Euro.

Derivatives not designated as hedging instruments. The company also enters into foreign currency contracts that include forward currency contracts and cross currency swaps to mitigate the remeasurement of specific assets and liabilities on the consolidated balance sheet. These contracts are not designated as hedging instruments. Accordingly, changes in the fair value of hedges of recorded balance sheet positions, such as cash, receivables, payables, intercompany notes, and other various contractual claims to pay or receive foreign currencies other than the functional currency, are recognized immediately in other income, net, on the consolidated statements of earnings together with the transaction gain or loss from the hedged balance sheet position.

Table of Contents

The following table presents the fair value of the company's derivatives and consolidated balance sheet location.

	Asset Derivatives				Liability Derivatives			
	August 1, 2014		August 2, 2013		August 1, 2014		August 2, 2013	
(Dollars in thousands)	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Derivatives Designated as Hedging Instruments								
Forward currency contracts	Prepaid expenses	$ 1,263	Prepaid expenses	$ 796	Accrued liabilities	$ 62	Accrued liabilities	$ 178
Cross currency contract	Prepaid expenses	—	Prepaid expenses	—	Accrued liabilities	701	Accrued liabilities	428
Derivatives Not Designated as Hedging Instruments								
Forward currency contracts	Prepaid expenses	261	Prepaid expenses	2,305	Accrued liabilities	412	Accrued liabilities	178
Cross currency contract	Prepaid expenses	61	Prepaid expenses	83	Accrued liabilities	—	Accrued liabilities	—
Total Derivatives		$ 1,585		$ 3,184		$ 1,175		$ 784

The following table presents the impact of derivative instruments on the consolidated statements of earnings for the company's derivatives designated as cash flow hedging instruments for the three and nine months ended August 1, 2014 and August 2, 2013, respectively.

	Gain (Loss) Recognized in OCI on Derivatives (Effective Portion)		Location of Gain (Loss) Reclassified from AOCL into Income (Effective Portion)	Gain (Loss) Reclassified from AOCL into Income (Effective Portion)		Location of Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion and excluded from Effectiveness Testing)	Gain (Loss) Recognized in Income on Derivatives (Ineffective Portion and Excluded from Effectiveness Testing)	
(Dollars in thousands) For the three months ended	August 1, 2014	August 2, 2013		August 1, 2014	August 2, 2013		August 1, 2014	August 2, 2013
Forward currency contracts	$ 952	$ 459	Net sales	$ (369)	$ (114)	Other income, net	$ (63)	$ 5
Forward currency contracts	(216)	(491)	Cost of sales	61	185			
Cross currency contracts	(292)	(97)	Other income, net	(212)	126			
Total	$ 444	$ (129)		$ (520)	$ 197			
For the nine months ended	August 1, 2014	August 2, 2013		August 1, 2014	August 2, 2013		August 1, 2014	August 2, 2013
Forward currency contracts	$ 1,694	$ 1,133	Net sales	$ (1,140)	$ (1,456)	Other income, net	$ (204)	$ 706
Forward currency contracts	(333)	110	Cost of sales	93	426			
Cross currency contracts	(330)	(702)	Other income, net	(439)	(713)			
Total	$ 1,031	$ 541		$ (1,486)	$ (1,743)			

As of August 1, 2014, the company expects to reclassify approximately $0.5 million of gains from AOCL to earnings during the next twelve months.

The following table presents the impact of derivative instruments on the consolidated statements of earnings for the company's derivatives not designated as hedging instruments.

		Gain (Loss) Recognized in Net Earnings			
		Three Months Ended		Nine Months Ended	
(Dollars in thousands)	Location of Gain (Loss) Recognized in Net Earnings	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013

Forward currency contracts	Other income, net	$ 2,474	$ 3,227	$ (553)	$ 2,267
Cross currency contracts	Other income, net	421	(100)	181	(281)
		$ 2,895	$ 3,127	$ (372)	$ 1,986

Table of Contents

The company entered into an International Swap Dealers Association ("ISDA") Master Agreement with each counterparty that permits the net settlement of amounts owed under their respective contracts. The ISDA Master Agreement is an industry standardized contract that governs all derivative contracts entered into between the company and the respective counterparty. Under these master netting agreements, net settlement generally permits the company or the counterparty to determine the net amount payable or receivable for contracts due on the same date or in the same currency for similar types of derivative transactions. The company records the fair value of its derivative contracts at the net amount in its consolidated balance sheets.

The following tables show the effects of the master netting arrangements on the fair value of the company's derivative contracts that are recorded in the consolidated balance sheets:

	Assets			Liabilities		
(Dollars in thousands) August 1, 2014	**Gross Amounts of Recognized Assets**	**Gross Liabilities Offset in the Balance Sheet**	**Net Amounts of Assets Presented in the Balance Sheet**	**Gross Amounts of Recognized Liabilities**	**Gross Assets offset in the Balance Sheet**	**Net Amounts of Liabilities Presented in the Balance Sheet**
Forward currency contracts	$ 1,572	(48)	$ 1,524	$ (560)	$ 86	$ (474)
Cross currency contracts	61	—	61	(701)	—	(701)
	$ 1,633	$ (48)	$ 1,585	$ (1,261)	$ 86	$ (1,175)

	Assets			Liabilities		
(Dollars in thousands) August 2, 2013	**Gross Amounts of Recognized Assets**	**Gross Liabilities Offset in the Balance Sheet**	**Net Amounts of Assets Presented in the Balance Sheet**	**Gross Amounts of Recognized Liabilities**	**Gross Assets offset in the Balance Sheet**	**Net Amounts of Liabilities Presented in the Balance Sheet**
Forward currency contracts	$ 3,272	(171)	$ 3,101	$ (356)	$ —	$ (356)
Cross currency contracts	83	—	83	(428)	—	(428)
	$ 3,355	$ (171)	$ 3,184	$ (784)	$ —	$ (784)

Fair Value Measurements

The company categorizes its assets and liabilities into one of three levels based on the assumptions (inputs) used in valuing the asset or liability. Estimates of fair value for financial assets and financial liabilities are based on the framework established in the accounting guidance for fair value measurements. The framework defines fair value, provides guidance for measuring fair value, and requires certain disclosures. The framework discusses valuation techniques such as the market approach (comparable market prices), the income approach (present value of future income or cash flow), and the cost approach (cost to replace the service capacity of an asset or replacement cost). The framework utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. The three levels are defined as follows:

Level 1 — Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 — Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 — Unobservable inputs reflecting management's assumptions about the inputs used in pricing the asset or liability.

Cash balances are valued at their carrying amounts in the consolidated balance sheets, which are reasonable estimates of their fair value due to their short-term nature. Forward currency contracts are valued based on observable market transactions of forward currency prices and spot currency rates as of the reporting date. The fair value of cross currency contracts is determined using discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs such as interest rates and foreign currency exchange rates. In addition, credit valuation adjustments, which consider the impact of any credit enhancements to the contracts, such as collateral postings, thresholds, mutual puts, and guarantees, are incorporated in the fair values to account for potential nonperformance risk. The unfunded deferred compensation liability is primarily subject to changes in fixed-income investment contracts based on current yields. For accounts receivable and accounts payable, carrying amounts are a reasonable estimate of fair value given their short-term nature.

Table of Contents

Assets and liabilities measured at fair value on a recurring basis, as of August 1, 2014, August 2, 2013, and October 31, 2013 are summarized below:

(Dollars in thousands) August 1, 2014	**Fair Value**	**Level 1**	**Level 2**	**Level 3**
Assets:				
Cash and cash equivalents	$ 177,894	$ 177,894	$ —	—
Forward currency contracts	1,524	—	1,524	—
Cross currency contracts	61	—	61	—
Total assets	$ 179,479	$ 177,894	$ 1,585	—
Liabilities:				
Forward currency contracts	$ 474	—	$ 474	—
Cross currency contracts	701	—	701	—
Deferred compensation liabilities	2,290	—	2,290	—

Total liabilities	$ 3,465	—	$ 3,465	—

August 2, 2013	Fair Value	Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	$ 161,180	$ 161,180	$ —	—
Forward currency contracts	3,101	—	3,101	—
Cross currency contracts	83	—	83	—
Total assets	$ 164,364	$ 161,180	$ 3,184	—
Liabilities:				
Forward currency contracts	$ 356	—	$ 356	—
Cross currency contracts	428	—	428	—
Deferred compensation liabilities	2,982	—	2,982	—
Total liabilities	$ 3,766	—	$ 3,766	—

October 31, 2013	Fair Value	Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	$ 182,993	$ 182,993	$ —	—
Forward currency contracts	1,266	—	1,266	—
Total assets	$ 184,259	$ 182,993	$ 1,266	—
Liabilities:				
Forward currency contracts	$ 1,931	—	$ 1,931	—
Cross currency contracts	443	—	443	—
Deferred compensation liabilities	2,777	—	2,777	—
Total liabilities	$ 5,151	—	$ 5,151	—

There were no transfers between Level 1 and Level 2 during the three and nine months ended August 1, 2014 and August 2, 2013, or the twelve months ended October 31, 2013.

Contingencies - Litigation

The company is party to litigation in the ordinary course of business. Such matters are generally subject to uncertainties and outcomes that are not predictable with assurance and that may not be known for extended periods of time. Litigation occasionally involves claims for punitive, as well as compensatory, damages arising out of the use of the company's products. Although the company is self-insured to some extent, the company maintains insurance against certain product liability losses. The company is also subject to litigation and administrative and judicial proceedings with respect to claims involving asbestos and the discharge of hazardous substances into the environment. Some of these claims assert damages and liability for personal injury, remedial investigations or clean up and other costs and damages. The company is also typically involved in commercial disputes, employment disputes, and patent litigation cases in which it is asserting or defending against patent infringement claims. To prevent possible infringement of the company's patents by others, the company periodically reviews competitors' products. To avoid potential liability with respect to others' patents, the company regularly reviews certain patents issued by the United States Patent and Trademark Office and foreign patent offices. Management believes these activities help minimize its risk of being a defendant in patent infringement litigation. The company records a liability in its consolidated financial statements for costs related to claims, including future legal costs, settlements and judgments, where the company has assessed

that a loss is probable and an amount can be reasonably estimated. If the reasonable estimate of a probable loss is a range, the company records the most probable estimate of the loss or the minimum amount when no amount within the range is a better estimate than any other amount. The company discloses a contingent liability even if the liability is not probable or the amount is not estimable, or both, if there is a reasonable possibility that a material loss may have been incurred. Management believes the amount of liability, if any, with respect to these matters, individually or in the aggregate, will not materially affect its consolidated results of operations, financial position, or cash flows.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Nature of Operations

The Toro Company is in the business of designing, manufacturing, and marketing professional turf maintenance equipment and services, landscaping equipment and lighting, turf irrigation systems, agricultural micro-irrigation systems, rental and construction equipment, and residential yard and snow removal products. We sell our products worldwide through a network of distributors, dealers, hardware retailers, home centers, mass retailers, and over the Internet. Our businesses are organized into three reportable business segments: Professional, Residential, and Distribution. Our Distribution segment, which consists of our company-owned domestic distributorships, has been combined with our corporate activities and is shown as "Other." We strive to provide innovative, well-built, and dependable products supported by an extensive service network. A significant portion of our revenues has historically been, and we expect will continue to be, attributable to new and enhanced products. We define new products as those introduced in the current and previous two fiscal years.

This Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the MD&A included in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended October 31, 2013. This discussion contains various "Forward-Looking Statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and we refer readers to the section titled "Forward-Looking Information" located at the end of Part I, Item 2 of this report for more information.

RESULTS OF OPERATIONS

Overview

For the third quarter of fiscal 2014, we achieved net sales and net earnings growth of 11.3 percent and 24.7 percent, respectively, compared to the third quarter of fiscal 2013. For year-to-date of fiscal 2014, net sales and net earnings increased 6.0 percent and 8.7 percent, respectively, compared to the same period in the prior fiscal year. Professional segment sales increased 11.9 percent in the third quarter of fiscal 2014 compared to the same period in fiscal 2013 as a result of strong demand for golf and grounds equipment and irrigation products, including the successful introduction of new products, increased sales of landscape contractor equipment, and higher sales of micro-irrigation products from continued growth and demand. Additionally, professional segment sales benefited in the fiscal 2014 third quarter comparison as sales of certain large turf products subject to the Tier 4 diesel engine emission requirements returned to sales volumes we experienced before the Tier 4 requirements were adopted. We experienced low sales of products that were subject to Tier 4 requirements in the third quarter of fiscal 2013 as a result of strong demand we experienced in the first quarter of fiscal 2013 as customers purchased products in advance of then anticipated price increases for such products subject to Tier 4 requirements that were manufactured after January 1, 2013. For the year-to-date period of fiscal 2014 compared to the same period last fiscal year, professional segment net sales increased 3.4 percent due mainly to strong demand for landscape contractor equipment, higher sales of micro-irrigation products, and increased sales of rental and construction equipment. Residential segment sales were up 13.0 percent and 11.7 percent for our third quarter and year-to-date periods of fiscal 2014, respectively, compared to the same periods in the prior fiscal year. These sales increases were driven by strong preseason shipments of snow thrower products due to low field inventory levels and anticipated higher retail demand following strong sales from heavy snow falls during the 2013/2014 snow season, which also benefited our snow thrower sales for the year-to-date comparison. In addition, higher shipments and demand for our zero turn riding mowers contributed to our residential segment net sales growth for both the third quarter and year-to-date periods of fiscal 2014 compared to the same periods last fiscal year. However, sales in Australia for both the third quarter and year-to-date comparisons were down primarily due to unfavorable weather conditions and foreign currency exchange rate changes.

Our net earnings growth in the third quarter of fiscal 2014 compared to the third quarter of fiscal 2013 resulted primarily from increased sales, leveraging fixed SG&A costs over higher sales volumes, an improvement in our gross margin rate, and a decline in our effective tax rate. For the year-to-date period of fiscal 2014 compared to the same period in the prior fiscal year, our net earnings growth was attributable to increased sales, leveraging fixed SG&A costs over higher sales volumes, and a decrease in interest expense, partially offset by an increase in our effective tax rate.

Our overall financial condition remains strong. Inventory levels increased $34.8 million, or 13.5 percent, as of the end of the third quarter of fiscal 2014 compared to the end of the third quarter of fiscal 2013 as we built inventory in anticipation of strong demand, including for some products impacted by the continued phase-in of applicable Tier 4 diesel engine emission requirements. Our receivables increased by $13.4 million, or 6.7 percent, as of the end of the third quarter of fiscal 2014 compared to the end of the third quarter of fiscal 2013 due to higher sales volumes, and accounts payable increased $44.7 million, or 36.0 percent, as of the end of our third quarter of fiscal 2014 compared to the same period last fiscal year due to recent purchases as we anticipate strong product demand in the fourth quarter of fiscal 2014. We also increased our third quarter cash dividend by 42.9 percent to $0.20 per share compared to the $0.14 per share cash dividend paid in the third quarter of fiscal 2013.

Our multi-year initiative, “Destination 2014,” which began with our 2011 fiscal year, has taken us to our centennial in 2014 and into our second century. This is our final year of this four-year initiative, which is intended to focus our efforts on driving our legacy of excellence through building caring relationships and engaging in innovation. Through our Destination 2014 initiative financial goals, we strive to achieve $100 million in organic revenue growth each fiscal year and 12 percent operating earnings as a percentage of net sales by the end of fiscal 2014. We define organic revenue growth as the increase in net sales, less net sales from acquisitions that occurred in the current fiscal year.

Net Earnings

Net earnings for the third quarter of fiscal 2014 were $50.0 million, or $0.87 per diluted share, compared to $40.1 million, or $0.68 per diluted share, for the third quarter of fiscal 2013, resulting in a net earnings per diluted share increase of 27.9 percent. Year-to-date net earnings in fiscal 2014 were $163.0 million, or $2.82 per diluted share, compared to $149.9 million, or $2.53 per diluted share, in the same comparable period last fiscal year, resulting in a net earnings per diluted share increase of 11.5 percent. The primary factors contributing to our earnings improvements were leveraging SG&A costs over higher sales volumes, an improvement in our gross margin rate for the third quarter comparison, a decline in interest expense, and a lower effective tax rate for the third quarter comparison, as described previously. In addition, third quarter and year-to-date fiscal 2014 net earnings per diluted share were benefited by approximately $0.02 per share and $0.07 per share, respectively, compared to the same periods in fiscal 2013, as a result of reduced shares outstanding from repurchases of our common stock.

The following table summarizes the major operating costs and other income as a percentage of net sales:

	Three Months Ended		Nine Months Ended	
	August 1, 2014	August 2, 2013	August 1, 2014	August 2, 2013
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	(64.4)	(65.1)	(64.2)	(64.1)
Gross margin	35.6	34.9	35.8	35.9
SG&A expense	(22.9)	(23.4)	(22.0)	(22.5)
Operating earnings	12.7	11.5	13.8	13.4
Interest expense	(0.6)	(0.8)	(0.6)	(0.7)
Other income, net	0.4	0.6	0.4	0.4
Provision for income taxes	(3.7)	(3.4)	(4.3)	(4.1)
Net earnings	8.8%	7.9%	9.3%	9.0%

Net Sales

Worldwide consolidated net sales for the third quarter of fiscal 2014 were $567.5 million, up 11.3 percent compared to the third quarter of fiscal 2013. For the year-to-date period of fiscal 2014, net sales were $1,758.6 million, up 6.0 percent from the same period in the prior fiscal year. Worldwide professional segment net sales were up 11.9 percent and 3.4 percent for the third quarter and year-to-date periods of fiscal 2014, respectively, compared to the same periods in the prior fiscal year. Professional segment sales for the third quarter comparison were positively impacted from strong demand for golf and grounds equipment and irrigation products, including the successful introduction of new products, increased sales of landscape contractor equipment, and higher sales

of micro-irrigation products from continued growth and demand. Additionally, professional segment sales benefited in the fiscal 2014 third quarter comparison as sales of certain large turf products subject to the Tier 4 diesel engine emission requirements returned to sales volumes we experienced before the Tier 4 requirements were adopted, as previously discussed. For the year-to-date period of fiscal 2014 compared to the same period last fiscal year, professional segment sales increased 3.4 percent due mainly to strong demand for landscape contractor equipment, higher sales of micro-irrigation products, and increased sales of rental and construction equipment.

Residential segment net sales were up 13.0 percent and 11.7 percent for the third quarter and year-to-date periods of fiscal 2014, respectively, compared to the same periods in the prior fiscal year. These sales increases were primarily driven by strong

preseason shipments of snow thrower products due to low field inventory levels and anticipated higher retail demand following strong sales from heavy snow falls during the 2013/2014 snow season, which also benefited our snow thrower sales for the year-to-date comparison. In addition, higher shipments and demand for our zero turn riding mowers, including our enhanced products, contributed to our residential segment net sales growth for both the third quarter and year-to-date periods of fiscal 2014 compared to the same periods last fiscal year. However, sales in Australia were down in both the third quarter and year-to-date periods of fiscal 2014 compared to the same periods last fiscal year primarily due to unfavorable weather conditions that reduced demand, as well as unfavorable foreign currency exchange rate fluctuations.

Net sales for our other segment were down $3.5 million for the third quarter of fiscal 2014 compared to the third quarter of fiscal 2013 due to increased sales of professional segment products to our company-owned distribution companies that were eliminated in our other segment. However, for the year-to-date period of fiscal 2014 compared to the same period last fiscal year, other segment net sales were up $4.4 million due to a reduction of sales that were eliminated for shipments to our company-owned distribution companies as a result of strong professional segment net sales last fiscal year in the first quarter that did not occur this year, mainly for products subject to the Tier 4 diesel engine requirements, as previously discussed. Additionally, sales were up for our company-owned distribution companies that benefited our other segment net sales.

International net sales were slightly up, by 2.1 percent and 1.1 percent, for the third quarter and year-to-date periods of fiscal 2014, respectively, compared to the same periods in the prior fiscal year. Changes in currency exchange rates resulted in a benefit to our net sales of approximately $1.1 million for the third quarter of fiscal 2014. However, for the year-to-date period of fiscal 2014, changes in exchange rates resulted in a reduction to our net sales of approximately $4.2 million.

For both the third quarter and year-to-date periods of fiscal 2014 as compared to the same periods last fiscal year, retail demand increased for our innovative product offerings. Field inventory levels as of the end of the third quarter of fiscal 2014 were up in relation to our year-to-date sales growth as compared to the end of the same period in the prior fiscal year due to anticipated continued demand for our products in the fourth quarter of fiscal 2014 and expansion of new markets.

Gross Profit

As a percentage of net sales, gross profit for the third quarter of fiscal 2014 increased 70 basis points to 35.6 percent compared to 34.9 percent in the third quarter of fiscal 2013. The gross profit improvement was primarily due to favorable product mix from increased sales of products that carry higher average gross margins, improved price realization, and production efficiencies mainly from cost reduction efforts. These increases were partially offset by higher commodity prices, namely for steel and resins, and a supplier component rework issue that impacted certain walk power mowers. Gross profit as a percent of net sales for the year-to-date period of fiscal 2014 decreased slightly, by 10 basis points, to 35.8 percent compared to 35.9 percent for the year-to-date period of fiscal 2013. This decrease resulted from a lower proportion of professional segment sales that carry higher average gross margins than our residential segment, higher commodity prices, unfavorable currency exchange rate fluctuations, and a supplier component rework issue, as mentioned above. This decrease was partially offset by improved price realization and production efficiencies mainly from cost reduction efforts.

Selling, General, and Administrative Expense

SG&A expense increased $10.6 million, or 8.9 percent, for the third quarter of fiscal 2014 compared to the third quarter of fiscal 2013 and increased $12.7 million, or 3.4 percent, for the year-to-date period of fiscal 2014 compared to the year-to-date period of fiscal 2013. As a percentage of net sales, SG&A expense decreased 50 basis points for both the third quarter and year-to-date periods of fiscal 2014 as compared to the same periods in the prior fiscal year. These decreases as a percentage of net sales were largely due to leveraging SG&A expense over higher sales volumes and a decline in warranty expense resulting from favorable claims experience, somewhat offset by an increase in marketing expense, investments in engineering and new product development, higher incentive compensation expense from improved financial performance, as well as incremental SG&A costs from prior acquisitions of $1.1 million for the third quarter of fiscal 2014 and $2.9 million for the year-to-date period of fiscal 2014.

Interest Expense

Interest expense for the third quarter and year-to-date periods of fiscal 2014 decreased by 7.2 percent and 10.1 percent, respectively, compared to the same periods last fiscal year due to higher capitalized interest from capital projects.

Other Income, Net

Other income, net for the third quarter and year-to-date periods of fiscal 2014 decreased $0.6 million and $1.2 million, respectively, compared to the same periods last fiscal year primarily due to an increase in foreign currency exchange rate losses.

Provision for Income Taxes

The effective tax rate for the third quarter of fiscal 2014 was 29.4 percent compared to 30.5 percent in the third quarter of 2013. This decline was mainly due to a discrete benefit relating to the change in tax accounting method filed which had the effect of recouping basis for previously disposed assets. The effective tax rate for the year-to-date periods of fiscal 2014 and 2013 was 31.7 percent and 31.0 percent, respectively. The increase in the effective tax rate for the year-to-date period was primarily the result of the benefit we received in the first quarter of fiscal 2013 from the retroactive reinstatement of the domestic research tax credit, which expired on December 31, 2013, which was partially offset by a discrete benefit relating to the change in tax accounting method filed in the third quarter of fiscal 2014, as previously discussed.

BUSINESS SEGMENTS

As described previously, we operate in three reportable business segments: Professional, Residential, and Distribution. Our Distribution segment, which consists of our company-owned domestic distributorships, has been combined with our corporate activities and elimination of intersegment revenues and expenses that is shown as "Other" in the following tables. Operating earnings for our Professional and Residential segments are defined as operating earnings plus other income, net. Operating loss for "Other" includes operating earnings (loss), corporate activities, other income, net, and interest expense.

The following table summarizes net sales by segment:

	Three Months Ended			
(Dollars in thousands)	**August 1, 2014**	**August 2, 2013**	**$ Change**	**% Change**
Professional	$ 384,678	$ 343,866	$ 40,812	11.9%
Residential	175,717	155,452	20,265	13.0
Other	7,145	10,600	(3,455)	(32.6)
Total*	$ 567,540	$ 509,918	$ 57,622	11.3%
* Includes international sales of:	$ 141,649	$ 138,718	$ 2,931	2.1%

	Nine Months Ended			
(Dollars in thousands)	**August 1, 2014**	**August 2, 2013**	**$ Change**	**% Change**
Professional	$ 1,208,707	$ 1,169,446	$ 39,261	3.4%
Residential	533,664	477,789	55,875	11.7
Other	16,180	11,830	4,350	36.8
Total*	$ 1,758,551	$ 1,659,065	$ 99,486	6.0%
* Includes international sales of:	$ 498,029	$ 492,371	$ 5,658	1.1%

The following table summarizes segment earnings (loss) before income taxes:

	Three Months Ended			
(Dollars in thousands)	**August 1, 2014**	**August 2, 2013**	**$ Change**	**% Change**
Professional	$ 74,835	$ 60,508	$ 14,327	23.7%
Residential	18,698	15,070	3,628	24.1
Other	(22,735)	(17,925)	(4,810)	(26.8)
Total	$ 70,798	$ 57,653	$ 13,145	22.8%

	Nine Months Ended			
(Dollars in thousands)	**August 1, 2014**	**August 2, 2013**	**$ Change**	**% Change**
Professional	$ 244,665	$ 233,521	$ 11,144	4.8%
Residential	60,654	51,903	8,751	16.9
Other	(66,650)	(68,056)	1,406	2.1
Total	$ 238,669	$ 217,368	$ 21,301	9.8%

Table of Contents

Professional

Net Sales. Worldwide net sales for the professional segment in the third quarter and year-to-date periods of fiscal 2014 increased 11.9 percent and 3.4 percent, respectively, compared to the same periods in the prior fiscal year. Professional segment net sales for the third quarter comparison were positively impacted from strong demand for golf and grounds equipment and irrigation products, including the successful introduction of new products, such as our new INFINITY™ sprinklers. Additionally, professional segment sales benefited in the fiscal 2014 third quarter comparison as sales of certain large turf products subject to the Tier 4 diesel engine emission requirements returned to sales volumes we experienced before the Tier 4 requirements were adopted. We experienced low sales of products that were subject to Tier 4 requirements in the third quarter of fiscal 2013 as a result of strong demand we experienced in the first quarter of fiscal 2013 as customers purchased products in advance of then anticipated price increases for such products subject to Tier 4 requirements that were manufactured after January 1, 2013. Sales and demand of landscape contractor equipment were up for the third quarter and year-to-date periods of fiscal 2014 compared to the same periods last fiscal year as contractors continued to invest in turf maintenance equipment. In addition, sales were also positively impacted for the third quarter and year-to-date periods of fiscal 2014 compared to the same periods last fiscal year due to higher sales of our micro-irrigation products from continued market growth and demand for more efficient solutions for agriculture. For the year-to-date period of fiscal 2014 compared to the same period last fiscal year, sales also increased due to demand for rental and construction equipment, including recently acquired products that have been introduced under the Toro brand.

Operating Earnings. Operating earnings for the professional segment in the third quarter of fiscal 2014 increased 23.7 percent and 4.8 percent, respectively, compared to the same periods in the prior fiscal year. Expressed as a percentage of net sales, professional segment operating margin increased to 19.5 percent compared to 17.6 percent in the third quarter of fiscal 2013, and fiscal 2014 year-to-date professional segment operating margin also increased to 20.2 percent

compared to 20.0 percent in the same period last fiscal year. The profit improvements were attributable primarily to higher gross margins from improved price realization, favorable product mix, and cost reduction efforts, as well as lower SG&A expense as a percentage of net sales due to the leveraging of fixed SG&A costs over higher sales volumes and a decline in warranty expense resulting from favorable claims experience for the third quarter comparison.

Residential

Net Sales. Worldwide net sales for the residential segment in the third quarter and year-to-date periods of fiscal 2014 increased 13.0 percent and 11.7 percent, respectively, compared to the same periods in the prior fiscal year. These sales increases were primarily driven by strong preseason shipments of snow thrower products due to low field inventory levels and anticipated higher retail demand following strong sales from heavy snow falls during the 2013/2014 snow season, which also benefited our snow thrower sales for the year-to-date comparison. In addition, sales were positively impacted by higher shipments from strong retail demand for our zero turn riding mowers, including our enhanced products, as customers continued to transition to this mowing platform. Sales of electric handheld products also increased due mainly to additional product placement at mass retailers. Overall, worldwide sales of walk power mowers were essentially flat in the third quarter and year-to-date periods of fiscal 2014 compared to the same periods last fiscal year. The late arrival of spring weather conditions and a supplier related rework issue hampered walk power mower sales for the year-to-date comparison, which was offset by positive customer response to new products and expanded product placement for certain models. In addition, sales in Australia for both the third quarter and year-to-date comparisons were down primarily due to unfavorable weather conditions, as well as unfavorable foreign currency exchange rate fluctuations.

Operating Earnings. Operating earnings for the residential segment in the third quarter of fiscal 2014 increased 24.1 percent and 16.9 percent, respectively, compared to the same periods in the prior fiscal year. Expressed as a percentage of net sales, residential segment operating margin increased to 10.6 percent from 9.7 percent in the third quarter of fiscal 2013, and fiscal 2014 year-to-date residential segment operating margin increased to 11.4 percent compared to 10.9 percent in the same period last fiscal year. The increase in operating margins was attributable to favorable product mix and production efficiencies on increased volumes, partially offset by higher commodity prices and costs related to the supplier component rework issue, as previously discussed. In addition, SG&A expenses as a percentage of net sales were lower for the year-to-date comparison due to the leveraging of fixed SG&A costs over higher sales volumes, partially offset by an increase in marketing expense and investments in engineering and new product development.

Other

Net Sales. Net sales for the other segment include sales from our wholly owned domestic distribution companies less sales from the professional and residential segments to those distribution companies. The other segment net sales for the third quarter of fiscal 2014 decreased $3.5 million compared to the third quarter of fiscal 2013 due to an increase in sales eliminated in the other segment resulting from higher shipments to our company-owned distribution companies in the third quarter of fiscal 2014 as

compared to the third quarter of fiscal 2013 that had not been sold through to customers. For the year-to-date period of fiscal 2014, the other segment net sales increased $4.4 million compared to the same period in the prior fiscal year due to higher inventory levels of pre-Tier 4 compliant products at our distribution companies in fiscal 2013 that had not been sold through to customers, as well as higher sales volumes at our company-owned distribution companies for the year-to-date period of fiscal 2014 compared to the same period last fiscal year.

Operating Losses. Operating losses for the other segment in the third quarter of fiscal 2014 increased $4.8 million compared to the third quarter of fiscal 2013. The operating loss increase for the third quarter comparison was due mainly to an increase in the elimination of gross profit previously recorded with respect to sales of our products to our wholly owned distribution companies and higher incentive compensation expense. For the year-to-date period of fiscal of 2014, other segment operating earnings decreased $1.4 million compared to the same period in the prior fiscal year. The decrease for the year-to-date period was a result of a reduction in self-insured health care costs, a decline in interest expense, and a decrease in the profit in inventory elimination for the year, slightly offset by higher incentive compensation expense.

FINANCIAL POSITION

Working Capital

In fiscal 2014, we continued to place emphasis on improving asset utilization, with a focus on reducing the amount of working capital in the supply chain, adjusting production plans, and maintaining or improving order replenishment and service levels to end users. During fiscal 2014, we continued to make good progress towards our effort to reduce working capital, as evidenced by lower average inventory levels of $18.3 million, or 5.6 percent, for the first nine months of fiscal 2014 compared to the first nine months of fiscal 2013. However, inventory levels as of the end of the third quarter of fiscal 2014 compared to the end of the third quarter of fiscal 2013 were higher, by $34.8 million, or 13.5 percent, as we built inventory in anticipation of strong demand, including for certain products impacted by the continued phase-in of applicable Tier 4 diesel engine emission requirements.

Receivables as of the end of the third quarter of fiscal 2014 increased $13.4 million, or 6.7 percent, compared to the end of the third quarter of fiscal 2013 as a result of higher sales volumes. Our average days sales outstanding for receivables decreased to 35.2 days based on sales for the last twelve months ended August 1, 2014, compared to 36.0 days for the twelve months ended August 2, 2013. In addition, accounts payable increased as of the end of our third quarter of fiscal 2014 compared to the same period last fiscal year, by $44.7 million, or 36.0 percent, due to recent purchases in anticipation of strong product demand in the fourth quarter of fiscal 2014.

We define average net working capital as accounts receivable plus inventory less trade payables as a percentage of net sales for a twelve month period. The combination of our efforts to reduce our average net working capital, as mentioned above, resulted in a decrease of our average net working capital as a percentage of net sales for the twelve months ended August 1, 2014, to 14.9 percent, compared to 16.9 percent for the twelve months ended August 2, 2013.

Liquidity and Capital Resources

Our businesses are seasonally working capital intensive and require funding for purchases of raw materials used in production, replacement parts inventory, payroll and other administrative costs, capital expenditures, establishment of new facilities, expansion and upgrading of existing facilities, as well as for financing receivables from customers that are not financed with Red Iron. We believe that anticipated cash generated from operations, together with our fixed rate long-term debt, bank credit lines, and cash on hand, will provide us with adequate liquidity to meet our anticipated operating requirements. We believe

that the funds available through existing and anticipated financing arrangements and forecasted cash flows will be sufficient to provide the necessary capital resources for our anticipated working capital needs, capital expenditures, investments, debt repayments, quarterly cash dividend payments, and stock repurchases for at least the next twelve months.

Our Board of Directors approved a cash dividend of $0.20 per share for the third quarter of fiscal 2014 paid on July 11, 2014, which was an increase of 42.9 percent over our cash dividend of $0.14 per share for the third quarter of fiscal 2013.

Cash Flow. Cash provided by operating activities for the first nine months of fiscal 2014 increased $6.1 million compared to the first nine months of fiscal 2013, mainly as a result of an increase in accounts payable and higher net earnings, partially offset by an increase in inventory levels. Cash used for investing activities increased $20.4 million during the first nine months of fiscal 2014 compared to the first nine months of fiscal 2013 due mainly to higher purchases of property, plant, and equipment. Cash used for financing activities for the first nine months of fiscal 2014 compared to the first nine months of fiscal 2013 was also up, by $29.4 million, due to an increase in cash utilized for share repurchases and cash dividends paid on our stock.

Credit Lines and Other Capital Resources. Our businesses are seasonal, with accounts receivable balances historically increasing between January and April, as a result of typically higher sales volumes and extended payment terms made available to our customers, and typically decreasing between May and December when payments are received. The seasonality of production

and shipments causes our working capital requirements to fluctuate during the year. Seasonal cash requirements are financed from operations, cash on hand, and with short-term financing arrangements, including our $150.0 million unsecured senior four-year revolving credit facility that expires in July 2015. Included in our $150.0 million revolving credit facility is a $20.0 million sublimit for standby letters of credit and a $20.0 million sublimit for swingline loans. At our election, and with the approval of the named borrowers on the revolving credit facility, the aggregate maximum principal amount available under the facility may be increased by an amount up to $100.0 million in aggregate. Funds are available under the revolving credit facility for working capital, capital expenditures, and other lawful purposes, including, but not limited to, acquisitions and stock repurchases. Interest expense on this credit line is determined based on a LIBOR rate (or other rates quoted by the Administrative Agent, Bank of America, N.A.) plus a basis point spread defined in the credit agreement. In addition, our non-U.S. operations maintain short-term lines of credit in the aggregate amount of approximately $14.0 million. These facilities bear interest at various rates depending on the rates in their respective countries of operation. As of August 1, 2014, we had $1.1 million outstanding short-term debt under our credit facilities and an aggregate of $13.5 million of outstanding letters of credit. As of August 1, 2014, we had an aggregate of $149.4 million of unutilized availability under our credit agreements.

The revolving credit facility contains standard covenants, including, without limitation, financial covenants, such as the maintenance of minimum interest coverage and maximum debt to earnings ratios; and negative covenants, which among other things, limit loans and investments, disposition of assets, consolidations and mergers, transactions with affiliates, restricted payments, contingent obligations, liens and other matters customarily restricted in such agreements. Most of these restrictions are subject to certain minimum thresholds and exceptions. Under the revolving credit facility, we are not limited to payments of cash dividends and stock repurchases as long as our debt to earnings before interest, taxes, depreciation, and amortization ("EBITDA") ratio from the previous quarter compliance certificate is less than or equal to 2.75; however, we are limited to $50 million per fiscal year if our debt to EBITDA ratio from the previous quarter compliance certificate is greater than 2.75. As of August 1, 2014, we were not limited to payments of cash dividends and stock repurchases as our debt to EBITDA ratio was below 2.75. We were also in compliance with all covenants related to our credit agreement for our revolving credit facility as of August 1, 2014, and we expect to be in compliance with all covenants during the remainder of fiscal 2014. If we were out of compliance with any debt covenant required by this credit agreement following the applicable cure period, the banks could terminate their commitments unless we could negotiate a covenant waiver from the banks. In addition, our long-term senior notes and debentures could become due and payable if we were unable to obtain a covenant waiver or refinance our short-term debt under our credit agreement. If our credit rating falls below investment grade and/or our average debt to EBITDA ratio rises above 2.00, the basis point spread over LIBOR, or other rates quoted by the Administrative Agent, Bank of America, N.A., we currently pay on our outstanding short-term debt under the credit agreement would increase. However, the credit commitment could not be cancelled by the banks based solely on a ratings downgrade. Our debt rating for long-term unsecured senior, non-credit enhanced debt was unchanged during the third quarter of fiscal 2014 by Standard and Poor's Ratings Group at BBB and by Moody's Investors Service at Baa3.

Customer Financing Arrangements and Contractual Obligations

In fiscal 2009, we established our Red Iron joint venture with TCFIF. The purpose of Red Iron is to provide inventory financing, including floor plan and open accounts receivable financing, to distributors and dealers of our products in the U.S. and to select distributors of our products in Canada to enable our distributors and dealers to carry representative inventories of our products. Some independent international dealers continue to finance their products with a third party finance company. This third party financing company purchased $11.4 million of receivables from us during the first nine months of fiscal 2014. As of August 1, 2014, $10.6 million of receivables financed by the third party financing company, excluding Red Iron, were outstanding. See our most recently filed Annual Report on Form 10-K for further details regarding our customer financing arrangements and contractual obligations.

Inflation

We are subject to the effects of inflation, deflation, and changing prices. In the first nine months of fiscal 2014, average prices paid for commodities and components we purchase were higher compared to the average prices paid for commodities and components in the first nine months of fiscal 2013, which hindered our gross margin rate in the first nine months of fiscal 2014 compared to the first nine months of fiscal 2013. We intend to continue to closely follow the commodities and components that affect our product lines, and we anticipate limited inflationary pressure on average prices to be paid for commodities and components for the remainder of fiscal 2014, causing them to be higher than average prices paid for commodities and components during fiscal 2013. Historically, we have mitigated, and we currently expect to continue to mitigate, commodity price increases, in part, by collaborating with suppliers, reviewing alternative sourcing options, substituting materials, engaging in internal cost reduction efforts, and increasing prices on some of our products, all as appropriate.

Critical Accounting Policies and Estimates

See our most recent Annual Report on Form 10-K for the fiscal year ended October 31, 2013 for a discussion of our critical accounting policies.

New Accounting Pronouncement to be Adopted

In May 2014, FASB issued ASU 2014-09, *Revenue from Contracts with Customers* (“ASU 2014-09”) that updates the principles for recognizing revenue. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides a five-step analysis of transactions to determine when and how revenue is recognized. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity’s contracts with customers. We will adopt this guidance on November 1, 2017, as required. The guidance permits the use of either a retrospective or cumulative effect transition method. We have not yet selected a transition method and are currently evaluating the impact of the amended guidance on our existing revenue recognition policies and procedures.

No new accounting pronouncement that has been issued but not yet effective for us during the third quarter of fiscal 2014 has had or is expected to have a material impact on our consolidated financial statements.

Forward-Looking Information

This Quarterly Report on Form 10-Q contains not only historical information, but also forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and that are subject to the safe harbor created by those sections. In addition, we or others on our behalf may make forward-looking statements from time to time in oral presentations, including telephone conferences and/or web casts open to the public, in press releases or reports, on our web sites or otherwise. Statements that are not historical are forward-looking and reflect expectations and assumptions. Forward-looking statements are based on our current expectations of future events, and often can be identified in this report and elsewhere by using 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,” and similar expressions or future dates. Our forward-looking statements generally relate to our future performance, including our anticipated operating results, liquidity requirements, and financial condition; our business strategies and goals; and the effect of laws, rules, regulations, new accounting pronouncements, and outstanding litigation on our business and future performance.

Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those projected or implied. The following are some of the factors known to us that could cause our actual results to differ materially from what we have anticipated in our forward-looking statements:

- Economic conditions and outlook in the United States and in other countries in which we conduct business could adversely affect our net sales and earnings, which include but are not limited to recessionary conditions; slow or negative economic growth rates; the impact of U.S. federal debt, state debt and sovereign debt defaults and austerity measures by certain European countries; slow down or reductions in levels of golf course development, renovation, and improvement; golf course closures; reduced levels of home ownership, construction, and sales; home foreclosures; negative consumer confidence; reduced consumer spending levels resulting from tax increases or other factors; prolonged high unemployment rates; higher commodity and component costs and fuel prices; inflationary or deflationary pressures; reduced credit availability or unfavorable credit terms for our distributors, dealers, and end-user customers; higher short-term, mortgage, and other interest rates; and general economic and political conditions and expectations.
- Weather conditions, including unfavorable weather conditions exacerbated by global climate changes or otherwise, may reduce demand for some of our products and adversely affect our net sales and operating results, or may affect the timing of demand for some of our products and may adversely affect net sales and operating results in subsequent periods.
- Increases in the cost, or disruption in the availability, of raw materials, components, and parts containing various commodities that we purchase, such as steel, aluminum, petroleum-based resins, linerboard, copper, lead, rubber, engines, transmissions, transaxles, hydraulics, electric motors, and other commodities and components, and increases in our other costs of doing business, such as transportation costs may adversely affect our profit margins and business.
- Our professional segment net sales are dependent upon certain factors, including golf course revenues and the amount of investment in golf course renovations and improvements; the level of new golf course development and golf course closures; the level of homeowners who outsource their lawn care; the level of residential and commercial construction; continued acceptance of and demand for micro-irrigation solutions for agricultural markets; availability of cash or credit to professional

segment customers on acceptable terms to finance new product purchases; and the amount of government revenues, budget, and spending levels for grounds maintenance equipment.

- Our residential segment net sales are dependent upon consumers buying our products at mass retailers and home centers, such as The Home Depot, Inc., the amount of product placement at retailers, consumer confidence and spending levels, and changing buying patterns of customers.
- We face intense competition in all of our product lines with numerous manufacturers, including from some competitors that have larger operations and financial resources than us. We may not be able to compete effectively against competitors’ actions, which could harm our business and operating results.
- A significant percentage of our consolidated net sales are generated outside of the United States, and we intend to continue to expand our international operations. Our international operations require significant management attention and financial resources, expose us to difficulties presented by international economic, political, legal, accounting, and business factors, including political, economic and/or social instability, and tax policies in the countries in which we manufacture or sell our products; and may not be successful or produce desired levels of net sales. In addition, a portion of our international net sales are financed by third parties. The termination of our agreements with these third parties, any material change to the terms of our agreements with these third parties or in the availability or terms of credit offered to our international customers by these third parties, or any delay in securing replacement credit sources, could adversely affect our sales and operating results.
- If we are unable to continue to enhance existing products and develop and market new products that respond to customer needs and preferences and achieve market acceptance, or if we experience unforeseen product quality or other problems in the development, production, or use of new and existing products, we may experience a decrease in demand for our products, and our business could suffer.
- Our reliance upon patents, trademark laws, and contractual provisions to protect our proprietary rights may not be sufficient to protect our intellectual property from others who may sell similar products. Our products may infringe the proprietary rights of others.

- We manufacture our products at and distribute our products from several locations in the United States and internationally. Any disruption at any of these facilities or our inability to cost-effectively expand existing facilities, open and manage new facilities, and/or move production between manufacturing facilities could adversely affect our business and operating results. In late fiscal 2013, we acquired a company and began operations at a new micro-irrigation facility in China. If this facility does not produce the anticipated manufacturing or operational efficiencies, or if the micro-irrigation products produced at this facility are not accepted into the new geographic markets at expected levels, we may not recover our investment in the new facility and our operating results may be adversely affected.
- We intend to grow our business in part through additional acquisitions and alliances, stronger customer relations, and new joint ventures and partnerships, all of which are risky and could harm our business, particularly if we are not able to successfully integrate such acquisitions and alliances, joint ventures, and partnerships.
- Fluctuations in foreign currency exchange rates could result in declines in our reported net sales and net earnings.
- Our business, properties, and products are subject to governmental regulation with which compliance may require us to incur expenses or modify our products or operations and non-compliance may result in harm to our reputation and/or expose us to penalties. Governmental regulation may also adversely affect the demand for some of our products and our operating results. In addition, changes in laws and regulations also may adversely affect our operating results, including, in particular, (i) taxation and tax policy changes, tax rate changes, new tax laws, revised tax law interpretations, or expiration of the domestic research and development tax credit, which individually or in combination may cause our effective tax rate to increase, (ii) new, recently enacted or revised healthcare laws or regulations, which may cause us to incur higher employee healthcare and other costs, or (iii) new environmental or consumer protection laws, regulations or agency policy, which may affect our facilities or products and cause us to incur higher operating expenses or limit the availability of our products.
- The United States Environmental Protection Agency has adopted increasingly stringent engine emission regulations, including Tier 4 emission requirements applicable to diesel engines in specified horsepower ranges that are used in some of our products. Beginning January 1, 2013, such requirements expanded to additional horsepower categories and, accordingly, apply to more of our products. Although we have developed plans to achieve substantial compliance with Tier 4 diesel engine emission requirements, these plans are subject to many variables including, among others, the ability of our suppliers to provide compliant engines on a timely basis or our ability to meet our production schedule. If we are unable to successfully execute such plans, our ability to sell our products into the market may be inhibited, which could adversely affect our competitive position and financial results. To the extent in which we implement price increases to our customers to cover or partially offset costs related to research, development, engineering, and other expenses to design Tier 4 diesel engine compliant products, and/or our competitors implement different strategies with respect to compliance with Tier 4 diesel engine emission requirements, we may experience lower market demand for our products that may, ultimately, adversely affect our profit margins, net sales, and overall financial results. Alternatively, if our competitors implement different strategies with respect to compliance with Tier 4 requirements that, either in the short term or over the long term, enable them to limit price

increases, introduce product modifications that gain widespread market acceptance, or otherwise change customer preferences and buying patterns in ways that we do not currently anticipate, we may experience lower market demand for our products that may, ultimately, adversely affect our net sales, profit margins, and overall financial results.
- Climate change and climate change regulations may adversely impact our operations and our products.
- We are required to comply with “conflict minerals” rules promulgated by the SEC, which has imposed costs on us and raised reputational and other risks. The new rules required us to engage in due diligence efforts for the 2013 calendar year and subsequent years, with initial disclosures that we filed with the SEC on June 2, 2014, and subsequent disclosures required no later than May 31 of each following year. We have, and we expect that we will continue to, incur additional costs and expenses, which may be significant in order to comply with these rules. Since our supply chain is complex, ultimately we may not be able to sufficiently verify the origin of the conflict minerals used in our products through the due diligence procedures that we implement, which may adversely affect our reputation with our customers, shareholders, and other stakeholders.
- Costs of complying with the various environmental laws related to our ownership and/or lease of real property, such as clean-up costs and liability that may be associated with certain hazardous waste disposal activities, could adversely affect our financial condition and operating results.
- Legislative enactments could impact the competitive landscape within our markets and affect demand for our products.
- We operate in many different jurisdictions and we could be adversely affected by violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-corruption laws. The continued expansion of our international operations could increase the risk of violations of these laws in the future.
- Management information systems are critical to our business. If our information systems or those of our business partners or third party service providers fail to adequately perform, or if we, our business partners or third party service providers experience a disruption of these systems, including by theft, loss or damage from unauthorized access, security breaches, cyber attacks, computer viruses, power loss or other disruptive events, our business, reputation, operating results, or financial condition could be adversely affected.
- We are subject to product liability claims, product quality issues, and other litigation from time to time that could adversely affect our business, reputation, operating results, or financial condition.
- If we are unable to retain our key employees, and attract and retain other qualified personnel, we may not be able to meet strategic objectives and our business could suffer.
- As a result of our financing joint venture with TCFIF, we are dependent upon the joint venture to provide competitive inventory financing programs, including floor plan and open account receivable financing, to certain distributors and dealers of our products. Any material change in the availability or terms of credit offered to our customers by the joint venture, any termination or disruption of our joint venture relationship or any delay in securing replacement credit sources could adversely affect our net sales and operating results.
- The terms of our credit arrangements and the indentures governing our senior notes and debentures could limit our ability to conduct our business, take advantage of business opportunities, and respond to changing business, market, and economic conditions. Additionally, we are subject to counterparty risk in our credit arrangements. If we are unable to comply with the terms of our credit arrangements and indentures, especially the financial covenants, our credit arrangements could be terminated and our senior notes and debentures could become due and payable.
- We are expanding our corporate facilities and could experience disruptions to our operations in connection with such expansion efforts.
- Our business is subject to a number of other factors that may adversely affect our operating results, financial condition, or business, such as: our ability to achieve the revenue growth and operating earnings goals of our “Destination 2014” initiative; natural or man-made disasters or global pandemics that may result in shortages of raw materials and components, higher fuel and commodity costs, delays in shipments to customers, and increases in insurance premiums; financial difficulties and viability of our distributors and dealers, changes in distributor ownership, changes in channel distribution of our products, relationships with our distribution channel partners, our success in partnering with new dealers, and our customers’ ability to pay amounts owed to us; ability of management to adapt to unplanned events; drug cartel-related violence, which may disrupt our production activities and maquiladora operations based in Juarez, Mexico; and continued threat of terrorist acts and war that may result in heightened security and higher costs for import and export shipments of components or finished goods, reduced leisure travel, and contraction of the U.S. and world economies.

For more information regarding these and other uncertainties and factors that could cause our actual results to differ materially from what we have anticipated in our forward-looking statements or otherwise could materially adversely affect our business, financial condition, or operating results, see our most recently filed Annual Report on Form 10-K, Part I, Item 1A, “Risk Factors.”

All forward-looking statements included in this report are expressly qualified in their entirety by the foregoing cautionary statements. We caution readers not to place undue reliance on any forward-looking statement which speaks only as of the date made and to recognize that forward-looking statements are predictions of future results, which may not occur as anticipated.

Table of Contents

Actual results could differ materially from those anticipated in the forward-looking statements and from historical results, due to the risks and uncertainties described above, the risks described in our most recent Annual Report on Form 10-K, Part I, Item 1A, “Risk Factors,” as well as others that we may consider immaterial or do not anticipate at this time. The foregoing risks and uncertainties are not exclusive and further information concerning the company and our businesses, including factors that potentially could materially affect our financial results or condition, may emerge from time to time. We undertake no obligation to update forward-looking statements to reflect actual results or changes in factors or assumptions affecting such forward-looking statements. We advise you, however, to consult any further disclosures we make on related subjects in our future Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K we file with or furnish to the Securities and Exchange Commission.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risk stemming from changes in foreign currency exchange rates, interest rates, and commodity prices. We are also exposed to equity market risk pertaining to the trading price of our common stock. Changes in these factors could cause fluctuations in our earnings and cash flows. See further discussion on these market risks below.

Foreign Currency Exchange Rate Risk. In the normal course of business, we actively manage the exposure of our foreign currency exchange rate market risk by entering into various hedging instruments, authorized under company policies that place controls on these activities, with counterparties that are highly rated financial institutions. Our hedging activities involve the primary use of forward currency contracts. We also utilize cross currency swaps to offset intercompany loan exposures. We use derivative instruments only in an attempt to limit underlying exposure from currency fluctuations and to minimize earnings and cash flow volatility associated with foreign currency exchange rate changes and not for trading purposes. We are exposed to foreign currency exchange rate risk arising from transactions in the normal course of business, such as sales to third party customers, sales and loans to wholly owned foreign subsidiaries, foreign plant operations, and purchases from suppliers. Because our products are manufactured or sourced primarily from the United States and Mexico, a stronger U.S. dollar and Mexican peso generally have a negative impact on our results from operations, while a weaker dollar and peso generally have a positive effect. Our primary foreign currency exchange rate exposures are with the Euro, the Australian dollar, the Canadian dollar, the British pound, the Mexican peso, the Japanese yen, the Chinese Renminbi, the Romanian New Leu against the U.S. dollar, as well as the Romanian New Leu against the Euro.

We enter into various contracts, principally forward contracts that change in value as foreign currency exchange rates change, to protect the value of existing foreign currency assets, liabilities, anticipated sales, and probable commitments. Decisions on whether to use such contracts are made based on the amount of exposures to the currency involved and an assessment of the near-term market value for each currency. Worldwide foreign currency exchange rate exposures are reviewed monthly. The gains and losses on these contracts offset changes in values of the related exposures. Therefore, changes in values of these hedge instruments are highly correlated with changes in market values of underlying hedged items both at inception of the hedge and over the life of the hedge contract. Additional information regarding gains and losses on our derivative instruments is presented in the notes to condensed consolidated financial statements (unaudited) in Item 1 of this Quarterly Report on Form 10-Q, in the section entitled “Derivative Instruments and Hedging Activities.”

The following foreign currency exchange contracts held by us have maturity dates in fiscal 2014 and 2015. All items are non-trading and stated in U.S. dollars. Some derivative instruments we enter into do not meet the cash flow hedging criteria; therefore, changes in fair value are recorded in other income, net. The average contracted rate, notional amount, pre-tax value of derivative instruments in accumulated other comprehensive loss, and fair value impact of derivative instruments in other income, net as of and for the fiscal period ended August 1, 2014 were as follows:

Dollars in thousands (except average contracted rate)	Average Contracted Rate	Notional Amount	Value in Accumulated Other Comprehensive Income (Loss)	Fair Value Impact (Loss) Gain
Buy US dollar/Sell Australian dollar	0.9188	$ 46,926.4	$ 363.4	$ (705.6)
Buy US dollar/Sell Canadian dollar	1.0909	16,262.2	103.2	213.0
Buy US dollar/Sell Euro	1.3590	96,149.4	922.2	(1,086.4)
Buy US dollar/Sell British pound	1.6512	6,935.0	—	(164.6)
Buy Euro/Sell US dollar	1.3398	6,344.4	—	60.8
Buy Mexican peso/Sell US dollar	13.5254	19,740.6	(262.1)	598.1
Buy Euro/Sell Romanian New Leu	4.4020	11,389.7	(547.6)	(701.1)

Table of Contents

Our net investment in foreign subsidiaries translated into U.S. dollars is not hedged. Any changes in foreign currency exchange rates would be reflected as a foreign currency translation adjustment, a component of accumulated other comprehensive loss in stockholders’ equity, and would not impact net earnings.

Interest Rate Risk. Our market risk on interest rates relates primarily to LIBOR-based short-term debt from commercial banks, as well as the potential increase in fair value of long-term debt resulting from a potential decrease in interest rates. However, we do not have cash flow or earnings exposure due to market risks on long-term debt. We generally do not use interest rate swaps to mitigate the impact of fluctuations in interest rates. See our most recently filed Annual Report on Form 10-K (Item 7A Quantitative and Qualitative Disclosures about Market Risk). There has been no material change in this information.

Commodity Price Risk. Some raw materials used in our products are exposed to commodity price changes. The primary commodity price exposures are with steel, aluminum, fuel, petroleum-based resin, and linerboard. In addition, we are a purchaser of components and parts containing various commodities, including steel, aluminum, copper, lead, rubber, and others that are integrated into our end products. Further information regarding rising prices for commodities is presented in Item 2 of this Quarterly Report on Form 10-Q, in the section entitled "Inflation."

We enter into fixed-price contracts for future purchases of natural gas in the normal course of operations as a means to manage natural gas price risks.

Item 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) that are designed to provide reasonable assurance that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, we recognize that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and we are required to apply our judgment in evaluating the cost-benefit relationship of possible internal controls. Our management evaluated, with the participation of our Chief Executive Officer and Chief Financial Officer, the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered in this Quarterly Report on Form 10-Q. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of such period to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. There was no change in our internal control over financial reporting that occurred during our third quarter ended August 1, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION
Item 1. LEGAL PROCEEDINGS

We are a party to litigation in the ordinary course of business. Litigation occasionally involves claims for punitive as well as compensatory damages arising out of use of our products. Although we are self-insured to some extent, we maintain insurance against certain product liability losses. We are also subject to litigation and administrative and judicial proceedings with respect to claims involving asbestos and the discharge of hazardous substances into the environment. Some of these claims assert damages and liability for personal injury, remedial investigations or clean-up and other costs and damages. We are also typically involved in commercial disputes, employment disputes, and patent litigation cases in the ordinary course of business. To prevent possible infringement of our patents by others, we periodically review competitors' products. To avoid potential liability with respect to others' patents, we regularly review certain patents issued by the USPTO and foreign patent offices. We believe these activities help us minimize our risk of being a defendant in patent infringement litigation. We are currently involved in patent litigation cases where we are asserting and defending against patent infringement.

For a description of our material legal proceedings, see Notes to Condensed Consolidated Financial Statements under the heading "Litigation" included in Item 1 of this Quarterly Report on Form 10-Q, which is incorporated into this Part II. Item 1 by reference.

Item 1A. RISK FACTORS

We are affected by risks specific to us as well as factors that affect all businesses operating in a global market. The significant factors known to us that could materially adversely affect our business, financial condition, or operating results or could cause our actual results to differ materially from our anticipated results or other expectations, including those expressed in any forward-looking statement made in this report, are described in our most recently filed Annual Report on Form 10-K (Item 1A. Risk Factors). There has been no material change in those risk factors.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table shows our third quarter of fiscal 2014 stock repurchase activity.

Period	Total Number of Shares (or Units) Purchased (1,2,3)	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased As Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1)
May 3, 2014 through May 30, 2014	244,034	$ 63.67	244,034	2,798,384
May 31, 2014 through June 27, 2014	40,280	69.49	33,379	2,765,005
June 28, 2014 through August 1, 2014	8,778	60.89	7,834	2,757,171
Total	293,092	$ 64.39	285,247	

(1) On December 11, 2012, the company's Board of Directors authorized the repurchase of 5,000,000 shares of the company's common stock in open-market or in privately negotiated transactions. This program has no expiration date but may be terminated by the company's Board of Directors at any time.

(2) Includes 6,901 shares of the company's common stock surrendered by employees to satisfy minimum tax withholding obligations upon vesting of restricted stock granted under the company's incentive plan. These 6,901 shares were not repurchased under the company's repurchase program described in footnote 1 above.

(3) Includes 944 units (shares) of the company's common stock purchased in open-market transactions at an average price of $61.80 per share on behalf of a rabbi trust formed to pay benefit obligations of the company to participants in deferred compensation plans. These 944 shares were not repurchased under the company's repurchase program described in footnote 1 above.

Table of Contents

Item 6. EXHIBITS

(a) Exhibits

3.1 and 4.1	Restated Certificate of Incorporation of The Toro Company (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K dated June 17, 2008, Commission File No. 1-8649).
3.2 and 4.2	Certificate of Amendment to Restated Certificate of Incorporation of The Toro Company (incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K dated March 13, 2013, Commission File No. 1-8649).
3.3 and 4.3	Amended and Restated Bylaws of The Toro Company (incorporated by reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K dated June 17, 2008, Commission File No. 1-8649).
4.4	Specimen Form of Common Stock Certificate (incorporated by reference to Exhibit 4(c) to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended August 1, 2008, Commission File No. 1-8649).
4.5	Indenture dated as of January 31, 1997, between Registrant and First National Trust Association, as Trustee, relating to The Toro Company's 7.80% Debentures due June 15, 2027 (incorporated by reference to Exhibit 4(a) to Registrant's Current Report on Form 8-K dated June 24, 1997, Commission File No. 1-8649).
4.6	Indenture dated as of April 20, 2007, between Registrant and The Bank of New York Trust Company, N.A., as Trustee, relating to The Toro Company's 6.625% Notes due May 1, 2037 (incorporated by reference to Exhibit 4.3 to Registrant's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on April 23, 2007, Registration No. 333-142282).
4.7	First Supplemental Indenture dated as of April 26, 2007, between Registrant and The Bank of New York Trust Company, N.A., as Trustee, relating to The Toro Company's 6.625% Notes due May 1, 2037 (incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K dated April 23, 2007, Commission File No. 1-8649).
4.8	Form of The Toro Company 6.625% Note due May 1, 2037 (incorporated by reference to Exhibit 4.2 to Registrant's Current Report on Form 8-K dated April 23, 2007, Commission File No. 1-8649).
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002) (filed herewith).
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a) (Section 302 of the Sarbanes-Oxley Act of 2002) (filed herewith).
32	Certification of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101	The following financial information from The Toro Company's Quarterly Report on Form 10-Q for the quarterly period ended August 1, 2014, filed with the SEC on September 4, 2014, formatted in eXtensible Business Reporting Language (XBRL): (i) Condensed Consolidated Statements of Earnings for the three and nine-month periods ended August 1, 2014 and August 2, 2013, (ii) Condensed Consolidated Statements of Comprehensive Income for the three and nine-month periods ended August 1, 2014 and August 2, 2013, (iii) Condensed Consolidated Balance Sheets as of August 1, 2014, August 2, 2013, and October 31, 2013, (iv) Condensed Consolidated Statement of Cash Flows for the three and nine-month periods ended August 1, 2014 and August 2, 2013, and (v) Notes to Condensed Consolidated Financial Statements (filed herewith).

Table of Contents

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: September 4, 2014

By /s/ Renee J. Peterson
Renee J. Peterson
Vice President, Treasurer
and Chief Financial Officer

(duly authorized officer and principal financial officer)

Exhibit 31.1

Certification pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Michael J. Hoffman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Toro Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: September 4, 2014

/s/ Michael J. Hoffman
Michael J. Hoffman
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

Certification pursuant to
Section 302 of the Sarbanes-Oxley Act of 2002

I, Renee J. Peterson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Toro Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 4, 2014

/s/ Renee J. Peterson

Renee J. Peterson
Vice President, Treasurer
and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of The Toro Company (the "Company") on Form 10-Q for the quarterly period ended August 1, 2014 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Michael J. Hoffman, Chairman of the Board, President and Chief Executive Officer of the Company, and Renee J. Peterson, Vice President, Treasurer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to our knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael J. Hoffman
Michael J. Hoffman
Chairman of the Board, President and Chief Executive Officer
September 4, 2014

/s/ Renee J. Peterson
Renee J. Peterson
Vice President, Treasurer
and Chief Financial Officer
September 4, 2014

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.