

TOLL BROTHERS INC  
Form 8-K  
February 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report: January 31, 2012**

**(Date of earliest event reported)**

**TOLL BROTHERS, INC.**

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

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(State or other jurisdiction  
of incorporation)

(Commission

(I.R.S. Employer

File Number)  
250 Gibraltar Road

Identification No.)

Horsham, PA 19044

(Address of principal executive offices and zip code)

(215) 938-8000

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On January 31, 2012, Toll Brothers Finance Corp. (the Issuer ), a wholly-owned subsidiary of Toll Brothers, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ), with the Company, as guarantor, and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., RBS Securities Inc. and SunTrust Robinson Humphrey, Inc. as representatives of the other several underwriters named therein, related to a public offering of \$300,000,000 aggregate principal amount of 5.875% Senior Notes due 2022 (the Senior Notes ) of the Issuer, guaranteed by the Company and certain of its subsidiaries, pursuant to the Company s universal shelf registration statement on Form S-3 (File No. 333-178130), as supplemented by the prospectus supplement dated January 31, 2012.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The information provided in Item 1.01 of this report is incorporated by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

d) Exhibits

- 1.1 Underwriting Agreement, dated January 31, 2012, among Toll Brothers Finance Corp., Toll Brothers, Inc., as guarantor, and Citigroup Global Markets Inc., Deutsche Bank Securities Inc., RBS Securities Inc. and SunTrust Robinson Humphrey, Inc. as representatives of the other several underwriters named therein.

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TOLL BROTHERS, INC.

(Registrant)

By: /s/ Joseph R. Sicree  
Joseph R. Sicree  
Senior Vice President,  
Chief Accounting Officer

Date: February 6, 2012