

TOLL BROTHERS INC  
Form 8-K/A  
June 15, 2011

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

**FORM 8-K/A  
(Amendment No. 1)**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 15, 2011**

**TOLL BROTHERS, INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other Jurisdiction of Incorporation)	<b>001-09186</b> (Commission File Number)	<b>23-2416878</b> (IRS Employer Identification No.)
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<b>250 Gibraltar Road</b> <b>Horsham, PA</b> (Address of Principal Executive Offices)	<b>19044</b> (Zip Code)
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Registrant's telephone number, including area code: **(215) 938-8000**

(Former name or former address if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

**Explanatory Note**

This Current Report on Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Form 8-K filed by Toll Brothers, Inc. (the Company ) with the Securities and Exchange Commission on March 18, 2011 (the Original 8-K ) to update Item 5.07. Submission of Matters to a Vote of Security Holders in the Original 8-K regarding the results from the Company s 2011 Annual Meeting of Stockholders held on March 16, 2011 (the 2011 Annual Meeting ). The sole purpose of this Amendment No. 1 is to disclose the Company s decision regarding how frequently it will conduct an advisory and non-binding vote on the compensation of the Company s named executive officers. No other changes have been made to the Original 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the 2011 Annual Meeting, the Company s stockholders recommended, in an advisory and non-binding vote, that the Company hold an advisory and non-binding vote on the compensation of the Company s named executive officers, as disclosed in the proxy statement, on an annual basis. Accordingly, in light of this recommendation and other factors considered by the Company s Board of Directors (the Board ), on June 15, 2011 the Board determined that the Company will hold an advisory and non-binding vote on the Company s compensation of its named executive officers, as disclosed in the proxy statement, on an annual basis until the next required vote on the frequency of such vote.

**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: June 15, 2011