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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

February 27, 2007

The Toro Company

(Exact name of registrant as specified in its charter)

Delaware

1-8649

41-0580470

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

8111 Lyndale Avenue South, Bloomington,  
Minnesota

55420

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

952-888-8801

Not Applicable

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))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 20, 2007, the Company issued a press release announcing financial results for its fiscal 2007 first quarter ended February 2, 2007. The press release included unaudited condensed financial statements that did not properly classify the partial funding of the Company's deferred compensation plans which occurred during the first quarter of fiscal 2007. The reclassification only affects the condensed consolidated balance sheet as of February 2, 2007 and the condensed consolidated statement of cash flows for the three months ended February 2, 2007. The condensed consolidated balance sheet as of February 2, 2007 included an other asset of \$17.3 million and an accrued liability for \$17.3 million that should have been netted against each other. Goodwill and other assets, net should have been \$97.9 million, not \$115.2 million, and accrued liabilities should have been \$230.5 million, not \$247.8 million. Net cash used in operating activities should have been \$110.9 million, not \$93.6 million, and net cash u sed in investing activities should have been \$14.3 million, not \$31.6 million. Corrected versions of the condensed consolidated balance sheet as of February 2, 2007 and the condensed consolidated statement of cash flows for the three months ended February 2, 2007 are attached to this Report as Exhibit 99.1.

The information contained in this report and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
99.1	Condensed Consolidated Balance Sheets and Condensed Statement of Cash Flows (included herewith).

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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

February 27, 2007

By: Stephen P. Wolfe

Name: Stephen P. Wolfe  
Title: Vice President Finance and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Condensed Consolidated Balance Sheets and Condensed Statement of Cash Flows (included herewith).

**THE TORO COMPANY AND SUBSIDIARIES**

**Condensed Consolidated Balance Sheets (Unaudited)**  
**(Dollars in thousands)**

	<b>February 2, 2007</b>	<b>February 3, 2006</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 30,051	\$ 19,744
Receivables, net	357,165	313,157
Inventories, net	307,415	295,687
Prepaid expenses and other current assets	14,905	18,049
Deferred income taxes	55,801	56,099
Total current assets	<u>765,337</u>	<u>702,736</u>
Property, plant, and equipment, net	169,304	165,078
Deferred income taxes	1,862	—
Goodwill and other assets, net	97,933	98,493
Total assets	<u><u>\$1,034,436</u></u>	<u><u>\$966,307</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current portion of long-term debt	\$ 75,000	\$ 35
Short-term debt	127,100	51,900
Accounts payable	106,881	95,213
Accrued liabilities	230,485	242,453
Total current liabilities	<u>539,466</u>	<u>389,601</u>
Long-term debt, less current portion	100,000	175,000
Long-term deferred income taxes	—	872
Deferred revenue and other long-term liabilities	9,142	9,423
Stockholders' equity	385,828	391,411
Total liabilities and stockholders' equity	<u><u>\$1,034,436</u></u>	<u><u>\$966,307</u></u>

**THE TORO COMPANY AND SUBSIDIARIES**

**Condensed Consolidated Statements of Cash Flows (Unaudited)**  
**(Dollars in thousands)**

	<b>Three Months Ended</b>	
	<b>February 2, 2007</b>	<b>February 3, 2006</b>
Cash flows from operating activities:		
Net earnings	\$ 18,450	\$ 14,279
Adjustments to reconcile net earnings to net cash used in operating activities:		
Equity losses from investments	59	359
Provision for depreciation and amortization	10,334	10,534
Gain on disposal of property, plant, and equipment	(46)	(29)
Stock-based compensation expense	1,944	2,510
Decrease in deferred income taxes	90	596
Changes in operating assets and liabilities:		
Receivables	(62,588)	(17,599)
Inventories	(67,261)	(60,085)
Prepaid expenses and other assets	(5,737)	(2,270)
Accounts payable, accrued expenses, and deferred revenue	(6,099)	(1,623)
Net cash used in operating activities	<u>(110,854)</u>	<u>(53,328)</u>
Cash flows from investing activities:		
Purchases of property, plant, and equipment	(12,478)	(8,026)
Proceeds from disposal of property, plant, and equipment	47	126
(Increase) decrease in other assets	(754)	3,118
Acquisition, net of cash acquired	(1,088)	—
Net cash used in investing activities	<u>(14,273)</u>	<u>(4,782)</u>
Cash flows from financing activities:		
Increase in short-term debt	126,780	51,575
Repayments of long-term debt	—	(11)
Excess tax benefits from stock-based awards	2,758	12,275
Proceeds from exercise of stock-based awards	4,145	4,101
Purchases of Toro common stock	(29,029)	(27,587)
Dividends paid on Toro common stock	(4,929)	(3,923)
Net cash provided by financing activities	<u>99,725</u>	<u>36,430</u>
Effect of exchange rates on cash	<u>(70)</u>	<u>22</u>
Net decrease in cash and cash equivalents	(25,472)	(21,658)
Cash and cash equivalents as of the beginning of the fiscal period	55,523	41,402
Cash and cash equivalents as of the end of the fiscal period	<u><u>\$ 30,051</u></u>	<u><u>\$ 19,744</u></u>