

TOLL BROTHERS INC
Form 8-K
April 17, 2009

**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: April 13, 2009

(Date of earliest event reported)

TOLL BROTHERS, INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction of
incorporation)**

**001-09186
(Commission
File Number)**

**23-2416878
(I.R.S. Employer
Identification No.)**

**250 Gibraltar Road
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))
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Item 1.01 Entry into a Material Definitive Agreement.

On April 13, 2009, 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 Citigroup Global Markets Inc., as representative of the other several underwriters named therein, related to a public offering of up to \$400,000,000 aggregate principal amount of 8.910% Senior Notes Due 2017 (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. 333-154807), as supplemented by the prospectus supplement dated April 13, 2009.

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 8.01 Other Events.

In connection with the offering of the Senior Notes, the Company is filing the legal opinion relating to the offering as Exhibit 5.1 to this report.

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

- 1.1 Underwriting Agreement, dated April 13, 2009, between Toll Brothers Finance Corp. and Citigroup Global Markets Inc., as representative of the other several underwriters named therein.

 - 5.1 Opinion of Simpson Thacher & Bartlett LLP.

 - 23.1 Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).
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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 and
Chief Accounting Officer

Date: April 17, 2009

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EXHIBIT INDEX

Exhibit No.	Description
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5.1	Opinion of Simpson Thacher & Bartlett LLP.
23.1	Consent of Simpson Thacher & Bartlett LLP (included as part of Exhibit 5.1).