

TOLL BROTHERS INC  
Form DEFA14A  
February 24, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Toll Brothers, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.  
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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- Fee paid previously with preliminary materials.
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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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[The following information amends the definitive proxy statement of Toll Brothers, Inc. for the 2010 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission on February 1, 2010 and was first sent to stockholders on or about February 1, 2010. Capitalized terms used herein shall have the meanings given to such terms in the definitive proxy statement.]

**Shares Entitled to Vote, Quorum and Require Vote**

*Proposal Three:* To be approved, this proposal must receive an affirmative majority of our outstanding shares of common stock. Notwithstanding the information contained in the definitive proxy statement for the Meeting, the NYSE has determined that Proposal Three is a routine matter under its rules and, therefore, brokerage firms and nominees that are members of the NYSE have the authority under the NYSE rules to vote their customers' unvoted shares on Proposal Three if the customers have not furnished voting instructions within a specified period of time prior to the Meeting. Abstentions and broker non-votes represented by submitted proxies will have the effect of a negative vote on this proposal.

*Proposal Five:* To be approved, this proposal must receive an affirmative majority of the total votes cast FOR and AGAINST this proposal at the Meeting. Notwithstanding the information contained in the definitive proxy statement for the Meeting, the NYSE has determined that Proposal Five is a routine matter under its rules and, therefore, brokerage firms and nominees that are members of the NYSE have the authority under the NYSE rules to vote their customers' unvoted shares on Proposal Five if the customers have not furnished voting instructions within a specified period of time prior to the Meeting. Abstentions and broker non-votes represented by submitted proxies will not be taken into account in determining the outcome of this proposal.