

TOLL BROTHERS INC
Form 8-K
August 06, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported): August 1, 2013

Toll Brothers, Inc.
(Exact Name of Registrant as Specified in Charter)

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

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On August 1, 2013, Toll Brothers, Inc. (the “Registrant”) and its wholly-owned subsidiary, First Huntingdon Finance Corp. (“Borrower,” and together with the Registrant, the “Company”), entered into an unsecured, five-year credit agreement dated as of August 1, 2013 (“Credit Agreement”), which has been syndicated among 15 banks, including Citibank, N.A. (“Citibank”), as administrative agent, Deutsche Bank AG New York Branch and The Royal Bank of Scotland plc, as syndication agents, SunTrust Bank and PNC Bank, National Association (“PNC”), as documentation agents, and 10 other banks specified in the Credit Agreement as lenders.

The Credit Agreement provides for an unsecured revolving credit facility (the “Revolving Credit Facility”) in the amount of \$1.035 billion (“Aggregate Revolving Credit Commitment”), of which 75% of the Aggregate Revolving Credit Commitment (as it may be increased or decreased from time to time) will be available for letters of credit. The Revolving Credit Facility has an accordion feature under which the Company may, subject to certain conditions set forth in the Credit Agreement, increase the Revolving Credit Facility up to a maximum aggregate amount of \$2.0 billion, although no lender is obligated to increase its commitment. The Company may select interest rates for the Revolving Credit Facility equal to (i) LIBOR plus an applicable margin or (ii) the lenders' base rate plus an applicable margin, which in each case is based on the Registrant's credit rating and leverage ratio. The Company is obligated to pay an undrawn commitment fee which is based on the average daily unused amount of the Aggregate Revolving Credit Commitment and the Registrant's credit ratings and leverage ratio. Any proceeds from borrowings under the Revolving Credit Facility may be used for general corporate purposes.

Under the terms of the Credit Agreement, the Registrant is not permitted to allow its maximum leverage ratio (as defined in the Credit Agreement) to exceed 1.75:1.00 and is required to maintain a tangible net worth (as defined in the Credit Agreement) of no less than approximately \$2.22 billion. Under the terms of the Credit Agreement, at April 30, 2013, the Registrant's leverage ratio would have been approximately .48:1.00 and its tangible net worth would have been approximately \$3.11 billion. The Revolving Credit Facility is subject to acceleration upon certain specified events of default, including failure to make timely payments, breaches of representations or covenants, failure to pay other material indebtedness, or another person becoming beneficial owner of 50% or more of the Registrant's outstanding common stock.

The Registrant and substantially all of its 100% owned home building subsidiaries are guarantors under the Credit Agreement. The Registrant's non-home building subsidiaries and certain home building subsidiaries do not guarantee the obligations under the Credit Agreement.

Citibank is the administrative agent for, and Deutsche Bank AG New York Branch, The Royal Bank of Scotland plc, PNC, SunTrust Bank, Capital One, N.A., U.S. Bank N.A., Wells Fargo Bank, N.A., Comerica Bank, and Sumitomo Mitsui Banking Corporation are participants in, the Revolving Credit Facility and currently provide, and they and other participants may in the future provide, other general banking services to the Company.

A copy of the Credit Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 1.01. The foregoing summary of the Credit Agreement is qualified in its entirety by reference to the text of the Credit Agreement filed herewith.

The Credit Agreement effectively replaces the Company's current revolving credit facility, as evidenced by the Credit Agreement dated as of October 22, 2010 (the “2010 Facility”), a copy of which was filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on October 27, 2010. The description of the 2010 Facility in such Form 8-K is incorporated by reference into this Item 1.01. As a result of such replacement, on August 1, 2013 the Company voluntarily terminated the 2010 Facility. No early termination penalties were incurred by the Company as a result of the termination of the 2010 Facility and there were no outstanding borrowings thereunder other than with respect to outstanding letters of credit.

ITEM 1.02. TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT

On August 1, 2013, and in connection with its entry into the Credit Agreement, the Company voluntarily terminated the 2010 Facility, as more specifically described in Item 1.01 of this Current Report on Form 8-K, which description is incorporated by reference into this Item 1.02.

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION UNDER AND OFF-BALANCE SHEET
ARRANGEMENT OF A REGISTRANT

On August 1, 2013, the Company entered into the Credit Agreement more specifically described in Item 1.01 of this Current Report on Form 8-K, which description is incorporated by reference into this Item 2.03.

ITEM 8.01. OTHER EVENTS

On August 1, 2013, the Registrant issued a press release announcing its entry into the Credit Agreement and the voluntary termination of the 2010 Facility A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d). Exhibits

The following Exhibits are furnished as part of this Current Report on Form 8-K:

Exhibit

| No. | Item |
|-------|---|
| | Credit Agreement by and among First Huntingdon Finance Corp., Toll Brothers, Inc., Citibank, N.A., as |
| 10.1* | Administrative Agent, Deutsche Bank AG New York Branch and The Royal Bank of Scotland plc, as |
| | Syndication Agents, and SunTrust Bank, and PNC Bank, National Association, as Documentation Agents, and |
| | the lenders party thereto dated August 1, 2013 |
| 99.1* | Toll Brothers, Inc. Press Release dated August 1, 2013 |

* Filed electronically herewith

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.

TOLL BROTHERS, INC.

Dated: August 6, 2013

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