

LA-Z-BOY INC
Form 8-K
August 20, 2010
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549-1004

FORM 8-K

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

August 18, 2010

(Date of Report (Date of Earliest Event Reported))

LA-Z-BOY INCORPORATED

(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| MICHIGAN (State or other jurisdiction of incorporation) | 1-9656 (Commission File Number) | 38-0751137 (IRS Employer Identification Number) |
| 1284 North Telegraph Road, Monroe, Michigan (Address of principal executive offices) | | 48162-3390 Zip Code |

Registrant's telephone number, including area code (734) 242-1444

None

(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 5.07 Submission of Matters to a Vote of Security Holders.

(a) Our Annual Meeting of Shareholders was held on August 18, 2010.

(b) There were 52,799,388 shares eligible to vote, and 46,134,779 shares, or 87.4% of the outstanding shares were voted in person or by proxy at the meeting. The final results of the voting on the proposals submitted to a vote of the shareholders are set out below:

Proposal 1. Election of Directors.

The following individuals were elected to serve as directors for terms expiring in 2013:

| | Shares Voted In Favor | Percent Shares In Favor | Shares Withheld | Broker Non-Votes |
|-------------------|-----------------------------|-------------------------------|--------------------|---------------------|
| Richard M. Gabrys | 38,626,179 | 96.8% | 1,271,914 | 6,236,686 |
| Janet L. Gurwitch | 39,262,361 | 98.4% | 635,732 | 6,236,686 |
| David K. Hehl | 39,144,308 | 98.1% | 753,785 | 6,236,686 |
| Edwin J. Holman | 39,483,355 | 99.0% | 414,738 | 6,236,686 |

Proposal 2. Ratify the selection of independent registered public accounting firm for FY 2011:

| | Shares Voted In Favor | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|---|-----------------------------|----------------------------|---------------------|---------------------|
| Ratify the selection of the independent registered public accounting firm for FY 2011 (1) | 45,881,078 | 215,136 | 38,565 | |

(1) Approval required affirmative votes of a majority of shares voted on the proposal.

Based on the votes set forth above, the selection of PricewaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year ended April 30, 2011 was ratified.

Proposal 3. Approve the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan:

| | Shares Voted In Favor | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|---|-----------------------------|----------------------------|---------------------|---------------------|
| Approve the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan (2) | 34,288,556 | 5,559,118 | 50,419 | 6,236,686 |

(2) Approval required affirmative votes of a majority of shares voted on the proposal.

Based on the votes set forth above, the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan was approved.

Proposal 4. Shareholder proposal to amend our bylaws to reorganize the Board of Directors into one class, with each director serving a term of one year:

| | Shares Voted In Favor | Shares Voted Against | Shares Abstained | Broker Non-Votes |
|---|-----------------------------|----------------------------|---------------------|---------------------|
| Amend bylaws to reorganize directors into one class (3) | 29,938,907 | 9,824,066 | 135,120 | 6,236,686 |

(3) Approval required the affirmative vote of the holders of at least 67% of our outstanding common stock.

Based on the votes set forth above, the shareholder proposal to amend the bylaws to reorganize the Board of Directors into one class did not receive the required percent of affirmative votes of our outstanding common stock and therefore was not approved.

SIGNATURE

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 thereunto duly authorized.

LA-Z-BOY INCORPORATED
(Registrant)

Date: August 20, 2010

BY: /s/ Margaret L. Mueller
Margaret L. Mueller
Corporate Controller
