

LA-Z-BOY INC  
Form 8-K  
January 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

January 18, 2010

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

LA-Z-BOY INCORPORATED

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(Exact name of Registrant as specified in its charter)

MICHIGAN

1-9656

38-0751137

(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification Number)

1284 North Telegraph Road, Monroe, Michigan

48162-3390

(Address of principal executive offices)

Zip Code

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

None

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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:

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On January 18, 2010, La-Z-Boy Incorporated appointed Janet Gurwitch and Edwin J. Holman to the Board of Directors, with a term expiring at the annual meeting of shareholders in 2010. The Board has appointed Gurwitch to serve as a member of the Compensation committee and the Risk committee. The Board has appointed Holman to serve as a member of the Audit committee and Nominating and Governance committee. Both Gurwitch and Holman will receive cash compensation for their board service of \$8,750 per quarter and meeting fees of \$1,500 per meeting. The Board granted both Gurwitch and Holman an award, under the Company's Deferred Stock Unit Plan for Non-employee Directors, of 5,000 restricted stock units effective February 1, 2010. A press release announcing both Gurwitch's and Holman's appointment is included in this current report as Exhibit 99.1.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 18, 2010, the Board of Directors amended our bylaws to increase the maximum number of directors constituting the whole board from 12 to 14. The Board established the current number at 13.

Item 7.01 Regulation FD Disclosure.

On January 20, 2010, we issued a press release about our new directors. We are furnishing a copy of the press release as an exhibit to this report.

The information in Item 7.01 of this report and the related exhibit (Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed or furnished as part of this report:

Description

|      |  |
|------|--|
| 3.1  | La-Z-Boy Incorporated Amended and Restated Bylaws (as of January 18, 2010) |
| 99.1 | Press Release dated January 20, 2010                                       |

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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: January 20, 2010

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

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