

LA-Z-BOY INC
 Form S-8
 November 20, 2013

As filed with the Securities and Exchange Commission on November 20, 2013

Registration No. 333-_____
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

LA-Z-BOY INCORPORATED
 (Exact name of Registrant as specified in its charter)
 Michigan 38-0751137
 (State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

1284 North Telegraph Road
 Monroe, Michigan 48162-3390
 (Address of principal executive offices including zip code)

Amended and Restated La-Z-Boy Incorporated 2010 Omnibus Incentive Plan
 (Full title of the plan)

Copy to:
 James P. Klarr Kent E. Shafer
 Secretary and Corporate Counsel MILLER, CANFIELD, PADDOCK
 LA-Z-BOY INCORPORATED AND STONE, P.L.C.
 1284 North Telegraph Road 150 West Jefferson Avenue
 Monroe, Michigan 48162-33906 Detroit, Michigan 48226
 (734) 241-3351 (313) 496-7570
 (Name, address, and telephone number,
 including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered | Amount to Be Registered | Maximum Offering Price Per Share (1) | Maximum Aggregate Offering Price (1) | Amount of Registration Fee |
|--------------------------------------|-------------------------|--------------------------------------|--------------------------------------|----------------------------|
| Common Stock, \$1.00 par value | 4,100,000 shares (2) | \$ 23.97 | \$98,277,000 | \$ 12,658.08 |

Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the
(1) Securities Act of 1933, as amended, based on the average of the high and low sales price of La-Z-Boy
Incorporated Common Stock, as reported on the New York Stock Exchange on November 13, 2013.

In the event of a stock split, stock dividend, or similar transaction involving the registrant's common stock, the
(2) number of shares registered hereby shall automatically be increased to cover the additional shares in accordance
with Rule 416(a) under the Securities Act of 1933, as amended.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

As permitted by General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 relating to the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan that was filed by registrant with the Commission on August 19, 2010 (Commission File No. 333-168940) are incorporated herein by reference.

ITEM 8. EXHIBITS.

Exhibit

NumberDescription

(5) Opinion of Miller, Canfield, Paddock and Stone, P.L.C.

(23.1) Consent of Miller, Canfield, Paddock and Stone, P.L.C. (included in Exhibit 5)

(23.2) Consent of PricewaterhouseCoopers LLP

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Michigan, on November 20, 2013.

LA-Z-BOY INCORPORATED

By: /s/ Kurt L. Darrow
Kurt L. Darrow
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Kurt L. Darrow and Louis M. Riccio, Jr., as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of November 20, 2013.

/s/ K.L. Darrow

K.L. Darrow
Chairman, President and Chief Executive Officer

J.E. Kerr
Director

/s/ J.H. Foss

J.H. Foss
Director

/s/ M. T. Lawton

M. T. Lawton
Director

/s/ R.M. Gabrys

R.M. Gabrys
Director

/s/ H.G. Levy

H.G. Levy
Director

/s/ J.L. Gurwitch

J.L. Gurwitch
Director

/s/ W.A. McCollough

W.A. McCollough
Director

/s/ D.K. Hehl

D.K. Hehl
Director

/s/ N.R. Qubein

N.R. Qubein
Director

/s/ E.J. Holman

E.J. Holman
Director

/s/ M.L. Mueller

M.L. Mueller
Vice President, Corporate Controller and Chief

/s/ L.M. Riccio, Jr.

L.M. Riccio, Jr.
Senior Vice President, Chief Financial Officer

Accounting Officer
