

LA-Z-BOY INC  
Form 8-K  
August 26, 2016

**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 24, 2016**

(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)

**One La-Z-Boy Drive, Monroe, Michigan**  
(Address of principal executive offices)

**48162-5138**  
(Zip Code)

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

**None**

(Former name or former address, if changed since last report.)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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 24, 2016.

(b) There were 49,335,363 shares eligible to vote, and 45,676,019 shares, or 92.58% 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 2017:

|                      | <b>Shares<br/>Voted<br/>For</b> | <b>Shares<br/>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|----------------------|---------------------------------|----------------------------|-----------------------------|
| Kurt L. Darrow       | 41,327,093                      | 891,892                    | 3,457,034                   |
| Sarah M. Gallagher   | 42,043,610                      | 175,375                    | 3,457,034                   |
| Edwin J. Holman      | 42,033,342                      | 185,643                    | 3,457,034                   |
| Janet E. Kerr        | 41,870,206                      | 348,779                    | 3,457,034                   |
| Michael T. Lawton    | 42,008,531                      | 210,454                    | 3,457,034                   |
| H. George Levy, M.D. | 41,936,183                      | 282,802                    | 3,457,034                   |
| W. Alan McCollough   | 42,033,416                      | 185,569                    | 3,457,034                   |
| Lauren B. Peters     | 42,042,523                      | 176,462                    | 3,457,034                   |
| Dr. Nido R. Qubein   | 42,002,664                      | 216,321                    | 3,457,034                   |

Proposal 2. Shareholders approved the advisory vote on executive compensation:

|                      |            |
|----------------------|------------|
| Shares voted For     | 41,144,267 |
| Shares voted Against | 951,225    |
| Shares abstained     | 123,493    |
| Broker non-votes     | 3,457,034  |

Proposal 3. Shareholders ratified the selection of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for our fiscal year 2017:

|                      |            |
|----------------------|------------|
| Shares voted For     | 45,231,125 |
| Shares voted Against | 394,074    |

Shares abstained

50,820

**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 26, 2016

BY: */s/ Margaret L. Mueller*  
Margaret L. Mueller  
Vice President of Finance