

LA-Z-BOY INC  
Form 8-K  
August 24, 2015

**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 19, 2015**

(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.)

## Edgar Filing: LA-Z-BOY INC - Form 8-K

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 19, 2015.
- (b) There were 50,808,256 shares eligible to vote, and 46,859,296 shares, or 92.22% 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 2016:

|                      | Shares<br>Voted<br>For | Shares<br>Withheld | Broker<br>Non-Votes |
|----------------------|------------------------|--------------------|---------------------|
| Kurt L. Darrow       | 42,754,216             | 1,009,993          | 3,095,087           |
| Richard M. Gabrys    | 43,553,019             | 211,190            | 3,095,087           |
| David K. Hehl        | 43,228,915             | 535,294            | 3,095,087           |
| Edwin J. Holman      | 43,531,883             | 232,326            | 3,095,087           |
| Janet E. Kerr        | 43,354,003             | 410,206            | 3,095,087           |
| Michael T. Lawton    | 43,586,289             | 177,920            | 3,095,087           |
| H. George Levy, M.D. | 43,210,079             | 554,130            | 3,095,087           |
| W. Alan McCollough   | 43,517,987             | 246,222            | 3,095,087           |
| Dr. Nido R. Qubein   | 43,520,446             | 243,763            | 3,095,087           |

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

|                      |            |
|----------------------|------------|
| Shares voted For     | 43,009,224 |
| Shares voted Against | 638,427    |
| Shares abstained     | 116,558    |
| Broker non-votes     | 3,095,087  |

Proposal 3. Shareholders ratified the selection of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for our fiscal year 2016:

|                      |            |
|----------------------|------------|
| Shares voted For     | 46,300,809 |
| Shares voted Against | 460,005    |
| Shares abstained     | 98,482     |



**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 24, 2015

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