SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 -----SCHEDULE 13D (Rule 13d-101) INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a) (Amendment No. 2)(1) La-Z Boy Incorporated _____ -----(Name of issuer) COMMON STOCK, \$1.00 PAR VALUE -----(Title of class of securities) 505336 10 7 -----(CUSIP number) STEVEN WOLOSKY, ESQ. OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300 (Name, address and telephone number of person authorized to receive notices and communications) July 11, 2007 _____ (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box / /.

NOTE. The Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. SEE Rule 13d-7(b) for other parties to whom copies are to be sent.

(Continued on following pages) (Page 1 of 17 Pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, SEE the NOTES).

CUSIP No. 5	505336 10 7	13D	Page 2 of	17 Pages
1	NAME OF REPORT I.R.S. IDENTIF	ING PERSONS ICATION NOS. OF ABOVE	PERSONS (ENTITIES OF	======= NLY)
	MLF Inves	tments, LLC		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBE	R OF A GROUP*	(a) / / (b) / /

3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	AF, 00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	Delaware		
	7 SOLE VOTING POWER		
SHARES BENEFICIALLY	0 shares		
OWNED BY EACH	8 SHARED VOTING POWER		
REPORTING PERSON WITH	4,352,218 shares (1)		
	9 SOLE DISPOSITIVE POWER		
	0 shares		
	10 SHARED DISPOSITIVE POWER		
	4,352,218 shares (1)		
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH F	REPORTING	
	PERSON		
	4,352,218 shares (1)		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) CERTAIN SHARES*) EXCLUDES / /	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW		
	8.4%		
14	TYPE OF REPORTING PERSON*		
	00		
=============			
	*SEE INSTRUCTIONS BEFORE FILLING OUT!		
(1) Includes (a) 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P. and (b) 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.			
CUSIP No. 5053	336 10 7 13D	Page 3 of 17 Pages	
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	MLF Offshore Portfolio Company, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GF	ROUP* (a) / / (b) / /	
3	SEC USE ONLY		
	SOURCE OF FUNDS*		
	WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS	-	
	PURSUANT TO ITEM 2(d) OR 2(e)	/ /	

NUMBER OF	Cayman Islands	
SHARES	7 SOLE VOTING POWER	
BENEFICIALLY	0 shares	
OWNED BY EACH REPORTING	8 SHARED VOTING POWER	
PERSON WITH	4,175,323 shares (1)	
	9 SOLE DISPOSITIVE POWER	
	0 shares	
	10 SHARED DISPOSITIVE POWER	
	4,175,323 shares (1)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,175,323 shares (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.1%	
14	TYPE OF REPORTING PERSON*	
	PN	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	
	1,439,600 shares of Common Stock issuable upon the exe held by MLF Offshore Portfolio Company, L.P.	rcise of
·		
CUSIP No. 5053	36 10 7 13D Page 4 of 1	7 Pages
CUSIP No. 5053	36 10 7 13D Page 4 of 1	7 Pages
CUSIP No. 5053		7 Pages
CUSIP No. 5053	36 10 7 13D Page 4 of 1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL	======
	NAME OF REPORTING PERSONS	======
	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL	 ====== Y)
	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd.	<pre>Y) (a) / / (b) / /</pre>
	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	<pre>Y) (a) / / (b) / /</pre>
1 2 3	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY	<pre> (a) / / (b) / / </pre>
1 2 3	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS*	<pre> (a) / / (b) / / </pre>
1 2 3 4	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, 00	<pre> (a) / / (b) / / </pre>
1 2 3	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF 2(a)	<pre> ======= Y) (a) / / (b) / / </pre>
1 2 3 4	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	<pre> ======= Y) (a) / / (b) / / </pre>
1 2 3 4 5	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	Y)
1 2 3 4 5 6 NUMBER OF	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION	Y)
1 2 3 4 5 6 NUMBER OF SHARES BENEFICIALLY	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7 SOLE VOTING POWER 0 shares	Y)
1 2 3 4 5 6 NUMBER OF SHARES	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7 SOLE VOTING POWER 0 shares	Y)
1 2 3 4 5 6 NUMBER OF SHARES BENEFICIALLY OWNED BY	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7 SOLE VOTING POWER 0 shares 8 SHARED VOTING POWER	Y)
1 2 3 4 5 6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONL MLF Cayman GP, Ltd. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* SEC USE ONLY SOURCE OF FUNDS* AF, 00 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands 7 SOLE VOTING POWER 0 shares	Y)

	0 shares		
	10 SHARED DISPOSITIVE	POWER	
	4,175,323 sha	res (1)	
11	AGGREGATE AMOUNT BENEFICIALL PERSON	Y OWNED BY EACH REPORTING	
	4,175,323 shares (1)		
12	CHECK BOX IF THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES	
13	PERCENT OF CLASS REPRESENTED		
	8.1%		
	TYPE OF REPORTING PERSON*		
	CO		
	*SEE INSTRUCTIONS BEF		
(1) Includes			vorcico of
	1,439,600 shares of Common neld by MLF Offshore Portfoli		Vercise of
			17 Dagaa
CUSIP No. 5053		Page 5 of	
1	NAME OF REPORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. 0	-	NLY)
	MLF Partners 100, L.P.		
	CHECK THE APPROPRIATE BOX IF		(a) / / (b) / /
3	SEC USE ONLY		
4	SOURCE OF FUNDS*		
	00		
5	CHECK BOX IF DISCLOSURE OF L PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGA		
	Delaware		
NUMBER OF SHARES	7 SOLE VOTING POWER		
BENEFICIALLY OWNED BY	0 shares		
EACH	8 SHARED VOTING POWE	R	
PERSON WITH	176,895 share		
	9 SOLE DISPOSITIVE P		
	0 shares		
	10 SHARED DISPOSITIVE		
	176,895 share		
11	AGGREGATE AMOUNT BENEFICIALL PERSON	Y OWNED BY EACH REPORTING	
	176,895 shares (1)		
12	CHECK BOX IF THE AGGREGATE A	MOUNT IN ROW (11) EXCLUDES	

	CERTAIN SHARES* //
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.3%
14	TYPE OF REPORTING PERSON*
	PN
	*SEE INSTRUCTIONS BEFORE FILLING OUT!
	s 60,400 shares of Common Stock issuable upon the exercise of held by MLF Partners 100, L.P.
CUSIP No. 5053	336 10 7 13D Page 6 of 17 Pages
1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	MLF Capital Management, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / / (b) / /
3	SEC USE ONLY
4	SOURCE OF FUNDS*
	AF, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) //
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	Delaware
NUMBER OF	7 SOLE VOTING POWER
SHARES BENEFICIALLY	0 shares
OWNED BY EACH	8 SHARED VOTING POWER
REPORTING PERSON WITH	4,352,218 shares (1)
	9 SOLE DISPOSITIVE POWER
	0 shares
	10 SHARED DISPOSITIVE POWER
	4,352,218 shares (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	4,352,218 shares (1)
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* //
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	8.4%
14	TYPE OF REPORTING PERSON*
	PN
============	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!

USIP No. 505	336 10 7		Page 7 of 17 Pages
1	NAME OF REPORTI	ING PERSONS CATION NOS. OF ABOVE PERSONS (E	
	MLF Holdin	ngs, LLC	
2		OPRIATE BOX IF A MEMBER OF A GRO	(b) / /
3			
	SOURCE OF FUNDS	5*	
	AF, 00		
5		SCLOSURE OF LEGAL PROCEEDINGS 3 M 2(d) OR 2(e)	
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	Delaware		
NUMBER OF SHARES	7 SOLE	VOTING POWER	
BENEFICIALLY		0 shares	
OWNED BY EACH REPORTING	8 SHARE	ED VOTING POWER	
PERSON WITH		4,352,218 shares (1)	
		DISPOSITIVE POWER 0 shares	
		ED DISPOSITIVE POWER	
		4,352,218 shares (1)	
11	AGGREGATE AMOUN PERSON	NT BENEFICIALLY OWNED BY EACH RE	PORTING
	4,352,218	shares (1)	
12	CERTAIN SHARES*		/ /
	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW	
	8.4%		
14	TYPE OF REPORTI		
	00		

Includes (a) 1,439,600 shares of Common Stock issuable upon the exercise

(1)

of options held by MLF Offshore Portfolio Company, L.P. and (b) 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.

CUSIP No. 505336 10 7

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITI	ES ONLY)
	Matthew L. Feshbach	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) / / (b) / /
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	AF, 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQ PURSUANT TO ITEM 2(d) OR 2(e)	//
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES	7 SOLE VOTING POWER	
BENEFICIALLY OWNED BY		
EACH	8 SHARED VOTING POWER	
PERSON WITH	4,352,218 shares (1)	
	9 SOLE DISPOSITIVE POWER	
	0 shares	
	10 SHARED DISPOSITIVE POWER	
	4,352,218 shares (1)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTI PERSON	NG
	4,352,218 shares (1)	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLU CERTAIN SHARES*	IDES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	8.4%	
	TYPE OF REPORTING PERSON*	
	IN	
	*SEE INSTRUCTIONS BEFORE FILLING OUT!	
of optionshares of	s (a) 1,439,600 shares of Common Stock issuable upo ons held by MLF Offshore Portfolio Company, L.P. of Common Stock issuable upon the exercise of optio s 100, L.P.	and (b) 60,400
CUSIP No. 5053	336 10 7 13D Page	9 of 17 Pages
13D, as amende	Lowing constitutes Amendment No. 2 ("Amendment No. 2 ed to date, filed by the undersigned (the "Schedule Lly amended by this Amendment No. 2, the Schedule H effect.	13D"). Except

Item 2 is hereby amended in its entirety to read as follows:

Item 2. IDENTITY AND BACKGROUND

This schedule 13D is filed by MLF Investments, LLC ("MLFI"), MLF

Offshore Portfolio Company, L.P. ("MLF Offshore"), MLF Cayman GP, Ltd. ("MLF Cayman"), MLF Partners 100, L.P. ("MLF Partners 100"), MLF Capital Management, L.P. ("MLF Capital"), MLF Holdings, LLC ("MLF Holdings") and Matthew L. Feshbach (each a "Reporting Person" and, together, the "Reporting Persons"), who act as a group with regards to certain aspects of the Shares.

MLF Offshore is a limited partnership organized and existing under the laws of the Cayman Islands. The principal business of MLF Offshore is private investment consulting. MLF Cayman is a corporation organized and existing under the laws of the Cayman Islands. The principal business of MLF Cayman is private investment consulting and acting as the general partner of MLF Offshore. MLF Partners 100 is a limited partnership organized and existing under the laws of the State of Delaware. The principal business of MLF Partners 100 is private investment consulting. MLF Capital is a limited partnership organized and existing under the laws of the State of Delaware. The principal business of MLF Capital is private investing, acting as manager of MLF Cayman and acting as general partner of MLF Partners 100. MLF Holdings is a limited liability company, organized and existing under the laws of the State of Delaware. The principal business of MLF Holdings is private investment and acting as the general partner of MLF Capital. The business address of MLF Offshore and MLF Cayman is c/o Trident Trust Company (Cayman) Ltd., One Capital Place, P.O. Box 847, Grand Cayman, Cayman Islands, B.W.I. MLF Capital is the manager and sole shareholder of MLF Cayman. The business address of each of MLF Capital, MLF Partners 100 and MLF Holdings is 455 N. Indian Rocks Road, Suite B, Belleair Bluffs, Florida 33770.

MLFI is a limited liability company, organized and existing under the laws of the State of Delaware. The principal business of MLFI is private investment consulting and acting as the investment advisor of MLF Offshore and MLF Partners 100. The business address of MLFI is 455 N. Indian Rocks Road, Suite B, Belleair Bluffs, Florida 33770.

Matthew L. Feshbach is an individual whose business address is 455 N. Indian Rocks Road, Suite B, Belleair Bluffs, Florida 33770. His principal occupation is managing member of each of MLFI and MLF Holdings. Mr. Feshbach is a citizen of the United States of America.

During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). In addition, during the last five years, none of the Reporting Persons has been a party to a civil proceeding of any judicial or administrative body of competent jurisdiction as a result of which it or he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

CUSIP No. 505336 10 7	13D	Page 10 of 17 Pages

Item 3 is hereby amended in its entirety to read as follows:

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As of July 27, 2007, MLF Offshore owned 2,735,723 Shares and options to purchase an additional 1,439,600 Shares. The aggregate cost of such shares and options is approximately \$32,857,800 and \$3,397,456, respectively. The funds used to purchase such Shares came from the working capital of MLF Offshore.

As of July 27, 2007, MLF Partners 100 owned 116,495 Shares and options to purchase an additional 60,400 Shares. The aggregate cost of such shares and options is approximately \$1,463,792 and \$142,544, respectively. The funds used to purchase such Shares came from the working capital of MLF Partners 100.

Item 4 is hereby amended to add the following:

Item 4. PURPOSE OF TRANSACTION

On July 11, 2007, MLF Offshore transferred 158,155 Shares to MLF Partners 100. The transaction was solely a change in the form of ownership of the Shares by the Reporting Persons and not an acquisition or sale of any Shares of the Issuer for value. The transfer of Shares was deemed as a pro-rata limited partnership withdrawal from MLF Offshore and subsequent pro-rata recontribution into MLF Partners 100. The purpose of the transaction was to ensure MLF Offshore's compliance with Section 3(c)(7) of the Investment Company Act of 1940, as amended (the "1940 Act"). Accordingly, all investors of MLF Offshore who did not qualify as "qualified purchasers" under Section 3(c)(7) of the 1940 Act had their interests in MLF Offshore transferred to MLF Partners 100.

Items 5(a) through (c) are hereby amended in their entirety as follows:

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 51,745,046 Shares outstanding as of June 22, 2007, which is the total number of Shares outstanding as reported in the Issuer's Proxy Statement on Schedule 14A as filed with the Securities and Exchange Commission on July 3, 2007.

As of the close of business on July 27, 2007, (i) each of MLFI, MLF Holdings, MLF Capital and Mr. Feshbach beneficially owned 4,352,218 Shares (including 1,439,600 Shares and 60,400 Shares issuable upon the exercise of options held by MLF Offshore and MLF Partners 100, respectively), constituting approximately 8.4% of the Shares outstanding, (ii) each of MLF Offshore and MLF Cayman beneficially owned 4,175,323 Shares (including 1,439,600 Shares issuable upon the exercise of options held by MLF Offshore), constituting approximately 8.1% of the Shares outstanding, and (iii) MLF Partners 100 beneficially owned 176,895 Shares (including 60,400 Shares issuable upon the exercise of options held by MLF Partners 100), constituting approximately 0.3% of the Shares outstanding.

(b) Each of MLFI, MLF Holdings, MLF Capital, and Mr. Feshbach share the power to vote and dispose or to direct the vote and disposition of 4,352,218 Shares, or 8.4% of the Shares outstanding. Each of MLF Offshore and MLF Cayman share the power to vote and dispose or to direct the vote and disposition of 4,175,323 Shares, or 8.1% of the Shares outstanding. MLF Partners 100 shares the power to vote and dispose or to direct the vote and disposition of 176,895 Shares, or 0.3% of the Shares outstanding.

(c) The table below lists the transactions effected by each of the Reporting Persons in the past 60 days immediately prior to the filing of this Amendment No. 2. Unless otherwise noted, all transactions were effected through the open market.

CUSIP No. 505336 10 7	13D	Page 11 of 17 Pages

MLF OFFSHORE PORTFOLIO COMPANY, L.P.

Shares of Common Stock Acquired/{Disposed)	Price Per Share (\$)	Date of Purchase/Sale
100,000	11.65	06/25/07
50,000	11.61	06/26/07
9,000	11.72	06/27/07
45,000	11.83	06/28/07
50,000	11.67	06/29/07
(158,155) (1)	12.41	07/11/07
(978,340)	10.68	07/24/07
1,439,600 (2)	(2)	07/24/07

MLF PARTNERS 100, L.P.

Shares of Common Stock Acquired/(Disposed)	Price Per Share (\$)	Date of Purchase/Sale
158,155 (1)	12.41	07/11/07
(41,660)	10.68	07/24/07
60,400 (2)	(2)	07/24/07

(1) On July 11, 2007, MLF Offshore transferred 158,155 Shares to MLF

Partners 100. The transaction was solely a change in the form of ownership of the Shares by the Reporting Persons and not an acquisition or sale of any Shares of the Issuer for value. The transfer of Shares was deemed as a pro-rata limited partnership withdrawal from MLF Offshore and subsequent pro-rata recontribution into MLF Partners 100.

(2) On July 24, 2007, MLF Offshore and MLF Partners 100 purchased 14,396 and 604 call options, respectively, at \$236 per option. Each call option is immediately exercisable and entitles the holder to purchase 100 Shares at \$10.00 per Share. The call options expire on January 21, 2009.

MATTHEW L. FESHBACH

None

CUSIP No. 505336 10 7	13D	Page 12 of 17 Pages

MLF INVESTMENTS, LLC

None

MLF CAYMAN GP, LTD.

None

MLF CAPITAL MANAGEMENT, L.P.

None

MLF HOLDINGS, LLC

None

Item 6 is hereby amended to included the following:

Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

On July 24, 2007, each of MLF Offshore and MLF Partners 100 entered into a Share Option Transaction wherein MLF Offshore and MLF Partners 100 purchased 14,396 and 604 call options, respectively, at \$236 per option. Each call option is immediately exercisable and entitles the holder to purchase 100 Shares at \$10.00 per Share. The call options expire on January 21, 2009.

Item 7 is hereby amended to add the following:

- Item 7. MATERIAL TO BE FILED AS EXHIBITS.
 - No. Exhibit Description
 - 2 Joint Filing Agreement by and among MLF Investments, LLC, MLF Offshore Portfolio Company, L.P., MLF Cayman GP, Ltd., MLF Partners 100, L.P., MLF Capital Management, L.P., MLF Holdings, LLC and Matthew L. Feshbach, dated July 27, 2007.

CUSIP No. 505336 10 7	13D	Page 13 of 17 Pages

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

/s/ Matthew L. Feshbach -----MATTHEW L. FESHBACH MLF INVESTMENTS, LLC By: /s/ Matthew L. Feshbach Name: Matthew L. Feshbach Title: Managing Member MLF OFFSHORE PORTFOLIO COMPANY, L.P. By: MLF Cayman GP, Ltd. Title: General Partner By: MLF Capital Management, L.P. Sole shareholder By: MLF Holdings, LLC General Partner By: /s/ Matthew L. Feshbach - - - - - - - - - - - -Name: Matthew L. Feshbach Title: Managing Member MLF CAYMAN GP, LTD. By: MLF Capital Management, L.P. Sole shareholder By: MLF Holdings, LLC General Partner By: /s/ Matthew L. Feshbach -----Name: Matthew L. Feshbach Title: Managing Member - -----CUSIP No. 505336 10 7 13D Page 14 of 17 Pages -----MLF CAPITAL MANAGEMENT, L.P. By: MLF Holdings, LLC General Partner By: /s/ Matthew L. Feshbach Name: Matthew L. Feshbach Title: Managing Member MLF HOLDINGS, LLC By: /s/ Matthew L. Feshbach Name: Matthew L. Feshbach Title: Managing Member MLF PARTNERS 100, L.P. By: MLF Capital Management, L.P. Title: General Partner By: MLF Holdings, LLC Title: General Partner By: /s/ Matthew L. Feshbach

CUSIP No. 505336 10 7	13D	Page 15 of 17 Pages

EXHIBIT INDEX

Exhibit

Page

- Joint Filing Agreement by and among MLF Investments, Previously filed. LLC, MLF Offshore Portfolio Company, L.P., MLF Cayman GP, Ltd., MLF Capital Management, L.P., MLF Holdings, LLC and Matthew L. Feshbach, dated February 12, 2007.
- 2. Joint Filing Agreement by and among MLF Investments, 15 16 LLC, MLF Offshore Portfolio Company, L.P., MLF Cayman GP, Ltd., MLF Partners 100, L.P., MLF Capital Management, L.P., MLF Holdings, LLC and Matthew L. Feshbach, dated July 27, 2007.

CUSIP No. 505336 10 7	13D	Page 16 of 17 Pages

Exhibit 2

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D Amendment No. 2 dated July ___, 2007 (including further amendments thereto) with respect to the Common Stock of La-Z-Boy Incorporated. This Joint Filing Agreement shall be filed as an Exhibit 2 to such Statement.

Dated: July 27, 2007

/s/ Matthew L. Feshbach		
MATTHEW L. FESHBACH		

MLF INVESTMENTS, LLC

By: /s/ Matthew L. Feshbach Name: Matthew L. Feshbach Title: Managing Member

- MLF OFFSHORE PORTFOLIO COMPANY, L.P.
- By: MLF Cayman GP, Ltd. Title: General Partner
- By: MLF Capital Management, L.P. Sole shareholder
- By: MLF Holdings, LLC General Partner
- By: /s/ Matthew L. Feshbach Name: Matthew L. Feshbach Title: Managing Member

MLF CAYMAN GP, LTD.

By: MLF Capital Management, L.P.

Sole shareholder

By: MLF Holdings, LLC General Partner

By: /s/ Matthew L. Feshbach Name: Matthew L. Feshbach Title: Managing Member

CUSIP No. 505336 10 7	13D	Page 17 of 17 Pages
	MLF	CAPITAL MANAGEMENT, L.P.
	By:	MLF Holdings, LLC General Partner
	By:	/s/ Matthew L. Feshbach
		Name: Matthew L. Feshbach Title: Managing Member
	MLF	HOLDINGS, LLC
	By:	/s/ Matthew L. Feshbach
		Name: Matthew L. Feshbach Title: Managing Member
	MLF	PARTNERS 100, L.P.
		MLF Capital Management, L.P. le: General Partner
		MLF Holdings, LLC le: General Partner
	By:	/s/ Matthew L. Feshbach
		Name: Matthew L. Feshbach Title: Managing Member

- -----