

**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

February 19, 2013

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

**LA-Z-BOY INCORPORATED**

(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

(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 2.02 Results of Operations and Financial Condition.

On February 19, 2013, La-Z-Boy Incorporated issued a news release to report the company's financial results for the third quarter ended January 26, 2013. A copy of the news release is attached to this current report on Form 8-K as Exhibit 99.1. Exhibit 99.2 contains unaudited financial data.

The information in Item 2.02 of this report and the related exhibits (Exhibits 99.1 and 99.2) 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 furnished as part of this report:

	<b>Description</b>
<a href="#">99.1</a>	News Release Dated February 19, 2013
<a href="#">99.2</a>	Unaudited financial schedules

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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: February 19, 2013

BY: /s/ Margaret L. Mueller

Margaret L. Mueller

Corporate Controller

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**NEWS RELEASE**

**Contact:** Kathy Liebmann

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**LA-Z-BOY REPORTS FISCAL 2013 THIRD-QUARTER RESULTS**

MONROE, MI., February 19, 2013—La-Z-Boy Incorporated (NYSE: LZB) today reported its operating results for the fiscal 2013 third quarter ended January 26, 2013.

**Fiscal 2013 third-quarter highlights:**

- Sales for the third quarter increased 10.3% compared with the fiscal 2012 third quarter;
- Operating income increased 37% to \$23.3 million, compared with \$17.0 million in the fiscal 2012 third quarter;
- The upholstery segment's sales increased 12.3% and its operating margin was 10.1% versus 9.1% in last year's third quarter;
- The company's retail segment was profitable, posting an operating margin of 3.7% compared with (1.1%) in last year's third quarter;
- Same-store written sales for the La-Z-Boy Furniture Galleries® store network increased 11.8% for the third quarter; and
- The company generated \$35.9 million in cash for the quarter from operating activities and ended the quarter with \$112 million in cash and equivalents.

Net sales for the fiscal 2013 third quarter were \$349.1 million, up 10.3% compared with the prior year's third quarter. The company reported net income attributable to La-Z-Boy Incorporated of \$17.1 million, or \$0.32 per diluted share, which included \$0.04 relating to gains on the sale of investments and a related tax benefit. This compares with last year's third-quarter net income attributable to La-Z-Boy Incorporated of \$15.0 million, or \$0.28 per diluted share, of which \$0.07 per share was primarily due to a reduction of certain valuation reserves against the company's deferred tax assets, and \$0.02 per share reflected anti-dumping duties received from the CDSOA distributions.

Kurt L. Darrow, Chairman, President and Chief Executive Officer of La-Z-Boy, said, "We are definitely pleased by the momentum in our business. For the quarter, we posted solid increases in same-store written sales for the La-Z-Boy Furniture Galleries® network of stores as well as sales increases in our upholstery and retail segments. We continue to experience strong performance and improvement in our retail business, leading to profitability this quarter while further validating our integrated retail strategy. At the same time, we generated strong cash flow during the quarter, and increased our cash position while buying back shares, paying a dividend and closing on the property for the company's new world headquarters. Given the ongoing strength of our results, we are well positioned to continue to invest in our business to drive growth, capture market share and improve profitability."

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## **Wholesale Segments**

For the fiscal 2013 third quarter, sales in the company's upholstery segment increased 12.3% to \$280.0 million from \$249.3 million in the prior year's third quarter. The upholstery segment's operating margin for the quarter was 10.1% compared with 9.1% in last year's third quarter. In the casegoods segment, sales for the fiscal 2013 third quarter were \$32.6 million, down 4.7% from \$34.2 million in the fiscal 2012 third quarter, and the operating margin for the segment decreased to 0.6% from 5.4% in last year's third quarter.

Darrow commented, "In January, our Dayton, Tennessee La-Z-Boy manufacturing facility was named by *IndustryWeek* magazine as one of its 10 Best Plants in North America for 2012. This prestigious honor recognizes our lean and continuous improvement efforts as we strive to deliver the highest quality products to our customers. This operating philosophy is employed by all our facilities and is a cornerstone of our approach to doing business. We are continuing to invest in our "*Live life comfortably*" advertising campaign to drive awareness, traffic and additional volume for our retail partners. We spent an additional \$1.5 million on advertising versus last year's third quarter, which as a percentage of sales, was consistent with last year's third quarter. The campaign continues to bring attention to the vast array of stylish upholstered furniture we offer, and feedback from the consumer tells us she is pleased with the value in our product. Sales increases in stationary product are outpacing our core recliner business, and the power category continues to perform very well. On the operating side, our improved productivity continues to drive enhanced margins, and we remain diligent with respect to the daily management of our production and supply chain to ensure ongoing efficiencies."

Darrow continued, "On the Casegoods side of the business, our Hudson, North Carolina operation experienced improved efficiencies as we began the process of converting our lumber processing facility over to an assembly operation using outsourced parts. However, the increased efficiencies were offset in our results by a charge taken this quarter for a probable adjustment to our import duties. Although the major casegoods business, including bedroom and dining room groups, continues to be challenged across the industry, our occasional business continues to exhibit positive momentum. As we move into the fourth quarter, we will begin shipping our backlog of new groups introduced at the October Furniture Market, where we received strong placements on many of our major collections."

## **Retail Segment**

For the fiscal 2013 third quarter, retail delivered sales were \$72.8 million, up 24.6% compared with the third quarter of last year. Excluding the southern Ohio and other new stores, delivered sales for the core 82 stores included in last year's third quarter increased 6.1%. The retail group's operating profit for the period was \$2.7 million, with an operating margin of 3.7%, compared with an operating loss of \$0.6 million, or an operating margin of (1.1%) in last year's third quarter.

Darrow stated, "Our retail team has done excellent work over the past several years to improve the operation's performance and move it to profitability. We've reduced our cost structure, modified selling processes, revamped our distribution center strategy and improved our margins. In addition to registering the 16<sup>th</sup> consecutive quarterly year-over-year improvement, the segment was not only profitable for this third quarter but is now operating at a profit year to date.

During the quarter we experienced improvements in most key sales metrics and continued to build on our strategic imperative of offering the consumer choice, custom options and speed to market. With the opening of a third store in Pittsburgh, Pennsylvania, we also completed the build out of that market during the period, and converted our Paramus, New Jersey store into the new concept design. With our retail segment profitable, we believe the true earnings power inherent in the integrated retail model will become more evident as we continue to strengthen the performance of our company-owned retail operation."

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## **La-Z-Boy Furniture Galleries® Stores Network**

System-wide, for the third quarter of fiscal 2013, including company-owned and independent-licensed stores, same-store written sales, which the company tracks as an indicator of retail activity, were up 11.8% versus last year's third quarter. Same-store written sales include the sales of all currently active stores which have been opened for a minimum of 12 months.

Total written sales, which include new and closed stores, for the third quarter were up 14.1%. At the end of the third quarter, the La-Z-Boy Furniture Galleries® store system was composed of 316 stand-alone stores.

The La-Z-Boy Furniture Galleries® store network, including company-owned and independent-licensed stores, plans to remodel one store and close one store in the fourth quarter of fiscal 2013. Fiscal year to date, six stores were opened and two were closed. Throughout the year, three stores were relocated and four were remodeled.

## **Balance Sheet and Cash Flow**

During the quarter, the company generated \$35.9 million in cash from operating activities and ended the period with \$112 million in cash and equivalents. Total debt was \$7.6 million. At quarter end, La-Z-Boy's debt-to-capitalization ratio was 1.6% compared with 2.1% at the end of fiscal 2012 and 6.4% at the end of the third quarter last year.

## **Dividend**

The company's Board of Directors declared a quarterly cash dividend of \$0.04 per share on the company's common stock. The dividend will be payable March 8, 2013, to shareholders of record as of March 1, 2013.

## **Business Outlook**

Darrow stated, "We are quite pleased with the trends we are seeing in our business. The improving housing market, coupled with what is historically our strongest volume period, makes us cautiously optimistic as we move into the fourth quarter. The La-Z-Boy brand is the strongest in the industry, our network of La-Z-Boy branded distribution outlets is vast and our operating platform is efficient. We are confident we have the right business model in place to drive growth and increased profitability and will continue to make strategic investments to support those objectives."

## **Conference Call**

La-Z-Boy will hold a conference call with the investment community on Wednesday, February 20, 2013, at 8:30 a.m. eastern time. The toll-free dial-in number is 877.407.0778; international callers may use 201.689.8565.

## **Forward-looking Information**

This news release contains, and oral statements made from time to time by representatives of La-Z-Boy may contain, "forward-looking statements." With respect to all forward-looking statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995.

Actual results could differ materially from those we anticipate or project due to a number of factors, including: (a) changes in consumer confidence and demographics; (b) speed of economic recovery or the possibility of another recession; (c) changes in the real estate and credit markets and their effects on our customers and suppliers; (d) international political unrest, terrorism or war; (e) volatility in energy and other commodities prices; (f) the impact of logistics on imports; (g) interest rate and currency exchange rate changes; (h) operating factors, such as supply, labor or distribution disruptions; (i) any court actions requiring us to return our share of certain Continued Dumping and Subsidy Offset Act distributions; (j) changes in the domestic or international regulatory environment; (k) adoption of new accounting principles; (l) severe weather or other natural events such as hurricanes, earthquakes, flooding, tornadoes and tsunamis; (m) our ability to procure fabric rolls and leather hides or cut-and-sewn fabric and leather sets domestically or abroad; (n) fluctuations in our stock price; (o) information technology conversions or system failures; (p) effects of our brand awareness and marketing programs; (q) the discovery of defects in our products resulting in delays in manufacturing, recall campaigns, reputational damage, or increased warranty costs; (r) litigation arising out of alleged defects in our products; (s) our ability to locate new La-Z-Boy Furniture Galleries® stores owners and negotiate favorable lease terms for new or existing locations; (t) our ability to successfully integrate acquired businesses and realize the benefit of anticipated synergies; and (u) those matters discussed in Item 1A of our fiscal 2012 Annual Report on Form 10-K and other factors identified from time-to-time in our reports filed with the Securities and Exchange Commission. We undertake no obligation to update or revise any forward-looking statements, whether to reflect new information or new developments or for any other reason.

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### **Additional Information**

This news release is just one part of La-Z-Boy's financial disclosures and should be read in conjunction with other information filed with the Securities and Exchange Commission, which is available at: <http://investors.la-z-boy.com/phoenix.zhtml?c=92596&p=irol-sec>. Investors and others wishing to be notified of future La-Z-Boy news releases, SEC filings and quarterly investor conference calls may sign up at: <http://investors.la-z-boy.com/phoenix.zhtml?c=92596&p=irol-alerts&t=&id=&>.

### **Background Information**

La-Z-Boy Incorporated is one of the world's leading residential furniture producers, marketing furniture for every room of the home. The La-Z-Boy Upholstery segment companies are Bauhaus, England and La-Z-Boy. The operating units in the Casegoods segment consist of two groups, one including American Drew, Lea and Hammary, and the second being Kincaid. The company-owned Retail segment includes 97 of the 316 La-Z-Boy Furniture Galleries® stores.

The corporation's proprietary distribution network is dedicated to selling La-Z-Boy Incorporated products and brands, and includes 316 stand-alone La-Z-Boy Furniture Galleries® stores and 558 independent Comfort Studios® locations, in addition to in-store gallery programs for the company's Kincaid, England and Lea operating units. Additional information is available at <http://www.la-z-boy.com/>.

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**LA-Z-BOY INCORPORATED**  
**CONSOLIDATED STATEMENT OF INCOME**

<i>(Unaudited, amounts in thousands, except per share data)</i>	<b>Third Quarter Ended</b>	
	<b>1/26/13</b>	<b>1/28/12</b>
Sales	\$ 349,148	\$ 316,515
Cost of sales	235,699	216,724
Gross profit	113,449	99,791
Selling, general and administrative expense	90,171	82,771
Operating income	23,278	17,020
Interest expense	148	274
Interest income	198	138
Income from Continued Dumping and Subsidy Offset Act	—	1,415
Other income (expense), net	2,404	(89)
Income before income taxes	25,732	18,210
Income tax expense	8,569	2,864
Net income	17,163	15,346
Net income attributable to noncontrolling interests	(99)	(388)
Net income attributable to La-Z-Boy Incorporated	\$ 17,064	\$ 14,958
Basic weighted average shares outstanding	52,431	51,811
Basic net income attributable to La-Z-Boy Incorporated per share	\$ 0.32	\$ 0.28
Diluted weighted average shares outstanding	53,401	52,379
Diluted net income attributable to La-Z-Boy Incorporated per share	\$ 0.32	\$ 0.28
Dividends declared per share	\$ 0.04	—

**LA-Z-BOY INCORPORATED**  
**CONSOLIDATED STATEMENT OF INCOME**

<i>(Unaudited, amounts in thousands, except per share data)</i>	<b>Nine Months Ended</b>	
	<b>1/26/13</b>	<b>1/28/12</b>
Sales	\$ 972,990	\$ 904,288
Cost of sales	669,620	627,786
Gross profit	303,370	276,502
Selling, general and administrative expense	261,903	243,761
Operating income	41,467	32,741
Interest expense	512	1,087
Interest income	435	487
Income from Continued Dumping and Subsidy Offset Act	—	1,737
Other income, net	2,495	176
Income before income taxes	43,885	34,054
Income tax expense (benefit)	15,195	(34,820)
Net income	28,690	68,874
Net income attributable to noncontrolling interests	(609)	(510)
Net income attributable to La-Z-Boy Incorporated	\$ 28,081	\$ 68,364
Basic average shares	52,327	51,928
Basic net income attributable to La-Z-Boy Incorporated per share	\$ 0.53	\$ 1.29
Diluted average shares	53,201	52,440
Diluted net income attributable to La-Z-Boy Incorporated per share	\$ 0.52	\$ 1.28
Dividends declared per share	\$ 0.04	—

**LA-Z-BOY INCORPORATED**  
**CONSOLIDATED BALANCE SHEET**

*(Unaudited, amounts in thousands)*

	<u>1/26/13</u>	<u>4/28/12</u>
<b>Current assets</b>		
Cash and equivalents	\$ 111,981	\$ 152,370
Restricted cash	9,798	2,861
Receivables, net of allowance of \$23,365 at 1/26/13 and \$22,705 at 4/28/12	163,224	167,232
Inventories, net	159,060	143,787
Deferred income tax assets – current	22,596	19,081
Other current assets	27,901	14,669
<b>Total current assets</b>	<u>494,560</u>	<u>500,000</u>
Property, plant and equipment, net	120,222	114,366
Goodwill	12,837	—
Other intangible assets	5,173	3,028
Deferred income tax assets – long-term	29,926	33,649
Other long-term assets, net	49,493	34,696
<b>Total assets</b>	<u>\$ 712,211</u>	<u>\$ 685,739</u>
<b>Current liabilities</b>		
Current portion of long-term debt	\$ 327	\$ 1,829
Accounts payable	50,369	56,630
Accrued expenses and other current liabilities	96,113	91,300
<b>Total current liabilities</b>	<u>146,809</u>	<u>149,759</u>
Long-term debt	7,302	7,931
Other long-term liabilities	79,287	80,234
Contingencies and commitments	—	—
<b>Shareholders' equity</b>		
Preferred shares – 5,000 authorized; none issued	—	—
Common shares, \$1 par value – 150,000 authorized; 52,390 outstanding at 1/26/13 and 52,244 outstanding at 4/28/12	52,390	52,244
Capital in excess of par value	237,182	231,332
Retained earnings	213,596	189,609
Accumulated other comprehensive loss	(31,156)	(31,281)
<b>Total La-Z-Boy Incorporated shareholders' equity</b>	<u>472,012</u>	<u>441,904</u>
Noncontrolling interests	6,801	5,911
<b>Total equity</b>	<u>478,813</u>	<u>447,815</u>
<b>Total liabilities and equity</b>	<u>\$ 712,211</u>	<u>\$ 685,739</u>

**LA-Z-BOY INCORPORATED**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

<i>(Unaudited, amounts in thousands)</i>	<b>Nine Months Ended</b>	
	<b>1/26/13</b>	<b>1/28/12</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 28,690	\$ 68,874
Adjustments to reconcile net income to cash provided by (used for) operating activities		
Loss (gain) on disposal of assets	(36)	119
Gain on sale of investments	(2,866)	(315)
Gain on deconsolidation of VIE	—	(1,125)
Deferred income tax benefit	(745)	(48,042)
Restructuring	2,716	222
Provision for doubtful accounts	1,009	3,115
Depreciation and amortization	17,111	18,054
Stock-based compensation expense	8,198	4,295
Pension plan contributions	(3,480)	(2,790)
Change in receivables	2,457	2,548
Change in inventories	(12,355)	2,203
Change in other assets	(5,396)	1,972
Change in payables	(6,261)	(785)
Change in other liabilities	4,410	7,511
Net cash provided by operating activities	33,452	55,856
<b>Cash flows from investing activities</b>		
Proceeds from disposal of assets	1,484	257
Capital expenditures	(21,792)	(11,518)
Purchases of investments	(36,353)	(6,462)
Proceeds from sales of investments	12,658	6,429
Cash effects on deconsolidation of VIE	—	(971)
Acquisitions, net of cash acquired	(15,832)	—
Change in restricted cash	(6,937)	—
Other	—	(685)
Net cash used for investing activities	(66,772)	(12,950)
<b>Cash flows from financing activities</b>		
Payments on debt	(2,372)	(5,708)
Payments for debt issuance costs	—	(568)
Stock issued for stock and employee benefit plans	1,528	718
Excess tax benefit on stock option exercises	1,117	—
Purchases of common stock	(5,217)	(4,517)
Dividends paid	(2,119)	—
Net cash used for financing activities	(7,063)	(10,075)
Effect of exchange rate changes on cash and equivalents	(6)	(19)
Change in cash and equivalents	(40,389)	32,812
Cash and equivalents at beginning of period	152,370	115,262
Cash and equivalents at end of period	\$ 111,981	\$ 148,074

**LA-Z-BOY INCORPORATED**  
**SEGMENT INFORMATION**

<i>(Unaudited, amounts in thousands)</i>	Third Quarter Ended		Nine Months Ended	
	1/26/13	1/28/12	1/26/13	1/28/12
<b>Sales</b>				
Upholstery segment:				
Sales to external customers	\$ 245,365	\$ 222,265	\$ 684,214	\$ 633,479
Intersegment sales	34,622	27,083	93,402	74,731
Upholstery segment sales	279,987	249,348	777,616	708,210
Casegoods segment:				
Sales to external customers	30,496	32,735	95,841	100,255
Intersegment sales	2,115	1,493	5,907	4,047
Casegoods segment sales	32,611	34,228	101,748	104,302
Retail segment sales	72,772	58,387	191,089	159,912
VIEs, net of intercompany sales eliminations	—	2,737	—	8,840
Corporate and Other	515	391	1,845	1,802
Eliminations	(36,737)	(28,576)	(99,308)	(78,778)
Consolidated sales	\$ 349,148	\$ 316,515	\$ 972,990	\$ 904,288
<b>Operating Income (Loss)</b>				
Upholstery segment	\$ 28,375	\$ 22,603	\$ 65,743	\$ 54,721
Casegoods segment	200	1,840	2,381	4,359
Retail segment	2,668	(646)	105	(6,707)
VIEs	—	596	—	959
Restructuring	(30)	(56)	(2,716)	(222)
Corporate and Other	(7,935)	(7,317)	(24,046)	(20,369)
Consolidated operating income	\$ 23,278	\$ 17,020	\$ 41,467	\$ 32,741