

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 21, 2012

(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)

1284 North Telegraph Road, Monroe, Michigan

(Address of principal executive offices)

48162-3390

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))
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Item 2.02 Results of Operations and Financial Condition.

On February 21, 2012, La-Z-Boy Incorporated issued a news release to report the company's financial results for the third quarter ended January 28, 2012. 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:

	<u>Description</u>
99.1	News Release Dated February 21, 2012
99.2	Unaudited financial schedules

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 21, 2012

BY: /s/ Margaret L. Mueller
Margaret L. Mueller
Corporate Controller



NEWS RELEASE

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LA-Z-BOY REPORTS FISCAL 2012 THIRD-QUARTER RESULTS

MONROE, MI. February 21, 2012—La-Z-Boy Incorporated (NYSE: LZB) today reported its operating results for the fiscal third quarter ended January 28, 2012.

Fiscal 2012 third quarter:

- Sales for the third quarter increased 8.4%, led by growth in the upholstery segment of 10.7%, compared with the fiscal 2011 third quarter;
- Same-store written sales for the 309 La-Z-Boy Furniture Galleries® store network increased 8.6% for the third quarter;
- Delivered sales in the company-owned retail segment increased 32.3% and the segment's operating margin improved to (1.1%) from (6.2%) in last year's third quarter. The delivered sales increase of the 67 stores included in last year's third quarter was 6.7%;
- Consolidated operating income increased 70% to \$17.0 million from \$10.0 million in the fiscal 2011 third quarter;
- Diluted earnings per share attributable to La-Z-Boy Incorporated was \$0.28 versus \$0.19 in last year's third quarter; and
- The company generated cash from operations of \$38.3 million during the quarter.

Sales for the fiscal 2012 third quarter were \$316.5 million, up 8.4% compared with the prior year's third quarter. The company reported 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 due to a reduction of certain valuation reserves against the company's deferred tax assets, as well as other minor discrete tax adjustments, and \$0.02 per share reflected anti-dumping duties received from the CDSOA distributions. These results compare with \$10 million, or \$0.19 per diluted share, including a \$0.06 per share tax benefit and income of \$0.01 per share in anti-dumping duties received in the fiscal 2011 third quarter.

Kurt L. Darrow, Chairman, President and Chief Executive Officer of La-Z-Boy, said, "Our results for the quarter demonstrate we are successfully executing against our strategy to drive volume, retail profitability and conversion. During the period, we experienced sales increases in our upholstery and retail segments, achieved the twelfth consecutive quarter of performance improvement in our retail segment, posted an 8.6% same-store sales increase for the La-Z-Boy Furniture Galleries® store system, and generated a 70% improvement in operating income. While still facing macroeconomic challenges, we believe the strength of our brand, store system and marketing campaign, combined with a lean and efficient cost structure, will continue to fuel improved overall corporate performance going forward."

Wholesale Segments

For the fiscal 2012 third quarter, sales in the company's upholstery segment increased 10.7% to \$249.3 million from \$225.2 million in the prior year's third quarter. The operating margin for the quarter was 9.1% compared with 8.2% in last year's comparable quarter. In the casegoods segment, sales for the fiscal 2012 third quarter were \$34.2 million, down 3.4% from \$35.4 million in the fiscal 2011 third quarter, although the operating margin for the segment improved to 5.4% from 4.7% in last year's third quarter.

Darrow commented, "We are pleased with the ongoing momentum in upholstery volume as well as the strengthening of the segment's operating margin. Additionally, same-store sales for the La-Z-Boy Furniture Galleries® network continue at a strong pace and we believe these numbers are indicative of increased market share for the La-Z-Boy brand. Our brand platform continues to drive a more qualified consumer to our stores and is highlighting the breadth of our product offering. At the same time, our Mexico-based cut-and-sew operation continued to deliver the anticipated savings while a lean operating structure and cost reductions throughout the segment allowed us to be efficient and productive. We look forward to further penetrating the marketplace with additional La-Z-Boy Furniture Galleries® stores which will drive incremental volume."

Darrow continued, "On the casegoods side of the business, we followed last quarter with another solid operating margin even though volume was down 3.4% year over year. Although our dining room and bedroom business continues to be challenged in this environment due to the higher cost of those furniture groups, we experienced increases in the occasional category, including home entertainment centers. With a solid cost structure in place, we are focused on expanding these categories with new and innovative product, marketing and merchandising plans and look forward to debuting a number of these new designs at the upcoming furniture market in April."

During the third quarter of fiscal 2012, La-Z-Boy deconsolidated its last Variable Interest Entity (VIE) as a result of the expiration of the operating agreement which caused the company to no longer be considered the primary beneficiary. Darrow said, "We are pleased that after approximately eight years, we have worked our way through the consolidated VIEs and the vast majority of stores operating in key markets remain open."

Retail Segment

For the quarter, retail delivered sales were \$58.4 million, up 32.3% compared with the third quarter of last year. The delivered sales increase for the 67 stores included in last year's third quarter was 6.7%. The additional sales increase was mainly associated with our February 2011 acquisition of the 15 stores in Southern California, formerly operated by a consolidated VIE. The retail group continued to make progress in its operating performance, posting an operating loss of \$0.6 million, with an operating margin of (1.1%) compared with an operating loss of \$2.8 million, or an operating margin of (6.2%) in last year's third quarter.

Darrow stated, "Our retail performance indicates we are on a solid path toward profitability as we continue to improve the results of the segment each quarter. Once profitable, the value of the blended wholesale/retail margin inherent in the integrated retail model, will be clearly evident. During the quarter, we improved our average ticket through an increase in items per ticket as well as dollars per item. Importantly, our team continues to ensure consumers have a professional shopping experience and receive personalized service. During the quarter, we continued to strengthen our merchandising strategies which helped to drive a 2.2 percentage point increase in the gross margin."

La-Z-Boy Furniture Galleries® Stores Network

System-wide, for the third quarter of fiscal 2012, including company-owned and independent-licensed stores, same-store written sales, which the company tracks as an indicator of retail activity, were up 8.6%, versus last year's third quarter. For the 2011 calendar year, same-store written sales were up 9.6%.

Total written sales, which include new and closed stores, for the third quarter, were up 9.3% and for the 2011 calendar year, total written sales were up 10.3%. At the end of the third quarter, the La-Z-Boy Furniture Galleries® store system was comprised of 309 stand-alone stores.

Balance Sheet and Cash Flow

During the quarter, the company generated \$38.3 million in cash from operating activities and ended the quarter with \$148.1 million in cash and \$111.6 million of availability under its revolving line of credit. At quarter end, La-Z-Boy's debt-to-capitalization ratio was 6.4% compared with 11.2% at the end of last year's third quarter and 8.8% at the end of the fiscal 2011 and its net cash position was \$118.2 million at January 28, 2012 compared with \$80.2 million at the end of fiscal 2011. During the quarter, the company purchased 0.3 million shares of stock in the open market under its existing authorized share purchase program.

Business Outlook

Darrow stated, "Although macroeconomic headwinds prevail, we are encouraged by the consistency and ongoing improvement of our performance. At the sales level, we continue to drive volume and, we are pleased with the same-store sales momentum over the past year throughout the La-Z-Boy Furniture Galleries® system. Our operating structure is efficient, which we believe will allow us to convert well on increased volume and, importantly, our retail segment is consistently improving its performance and moving toward profitability. We will continue to invest in our business to ensure we deliver on our strategic objectives of growth, retail profitability and conversion."

Conference Call

La-Z-Boy will hold a conference call with the investment community on Wednesday, February 22, 2012, 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 recovery from the recent economic recession or the emergence of a second wave of the 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) restructuring actions; (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 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; and (t) those matters discussed in Item 1A of our fiscal 2011 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.

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 Group companies are Bauhaus, England and La-Z-Boy. The operating units in the Casegoods Group consist of two groups, one including American Drew, Lea and Hammary, and the second being Kincaid. The company-owned retail segment includes 84 of the 309 La-Z-Boy Furniture Galleries® stores.

The corporation's proprietary distribution network is dedicated exclusively to selling La-Z-Boy Incorporated products and brands, and includes 309 stand-alone La-Z-Boy Furniture Galleries® stores and 549 independent Comfort Studios®, 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/>.

LA-Z-BOY INCORPORATED
CONSOLIDATED STATEMENT OF INCOME

<i>(Unaudited, amounts in thousands, except per share data)</i>	Third Quarter Ended	
	1/28/12	1/22/11
Sales	\$ 316,515	\$ 291,943
Cost of sales	216,724	203,597
Gross profit	99,791	88,346
Selling, general and administrative expense	82,771	78,354
Operating income	17,020	9,992
Interest expense	274	561
Interest income	138	250
Income from Continued Dumping and Subsidy Offset Act, net	1,415	903
Other income (expense), net	(89)	251
Income before income taxes	18,210	10,835
Income tax expense	2,864	2,451
Net income	15,346	8,384
Net (income) loss attributable to noncontrolling interests	(388)	1,626
Net income attributable to La-Z-Boy Incorporated	\$ 14,958	\$ 10,010
Basic weighted average shares outstanding	51,811	51,865
Basic net income attributable to La-Z-Boy Incorporated per share	\$ 0.28	\$ 0.19
Diluted weighted average shares outstanding	52,379	52,270
Diluted net income attributable to La-Z-Boy Incorporated per share	\$ 0.28	\$ 0.19

LA-Z-BOY INCORPORATED
CONSOLIDATED STATEMENT OF INCOME

<i>(Unaudited, amounts in thousands, except per share data)</i>	Nine Months Ended	
	1/28/12	1/22/11
Sales	\$ 904,288	\$ 848,239
Cost of sales	627,786	601,953
Gross profit	276,502	246,286
Selling, general and administrative expense	243,761	232,605
Operating income	32,741	13,681
Interest expense	1,087	1,743
Interest income	487	716
Income from Continued Dumping and Subsidy Offset Act, net	1,737	903
Other income (expense), net	176	182
Income before income taxes	34,054	13,739
Income tax expense (benefit)	(34,820)	3,126
Net income	68,874	10,613
Net (income) loss attributable to noncontrolling interests	(510)	3,126
Net income attributable to La-Z-Boy Incorporated	\$ 68,364	\$ 13,739
Basic weighted average shares outstanding	51,928	51,835
Basic net income attributable to La-Z-Boy Incorporated per share	\$ 1.29	\$ 0.26
Diluted weighted average shares outstanding	52,440	52,242
Diluted net income attributable to La-Z-Boy Incorporated per share	\$ 1.28	\$ 0.26

LA-Z-BOY INCORPORATED
CONSOLIDATED BALANCE SHEET

(Unaudited, amounts in thousands)

	1/28/12	4/30/11
Current assets		
Cash and equivalents	\$ 148,074	\$ 115,262
Receivables, net of allowance of \$24,016 at 1/28/12 and \$23,937 at 4/30/11	158,439	161,299
Inventories, net	134,170	138,444
Deferred income tax assets - current	20,242	0
Other current assets	16,601	17,218
Total current assets	477,526	432,223
Property, plant and equipment, net	114,944	120,603
Trade names	3,100	3,100
Deferred income tax assets – long-term	30,590	2,883
Other long-term assets, net	35,427	34,646
Total assets	\$ 661,587	\$ 593,455
Current liabilities		
Current portion of long-term debt	\$ 1,823	\$ 5,120
Accounts payable	48,375	49,537
Accrued expenses and other current liabilities	86,048	77,447
Total current liabilities	136,246	132,104
Long-term debt	28,010	29,937
Other long-term liabilities	62,401	67,274
Contingencies and commitments	0	0
Shareholders' equity		
Common shares, \$1 par value – 150,000 authorized; 51,724 outstanding at 1/28/12 and 51,909 outstanding at 4/30/11	51,724	51,909
Capital in excess of par value	226,634	222,339
Retained earnings	170,007	105,872
Accumulated other comprehensive loss	(18,834)	(18,804)
Total La-Z-Boy Incorporated shareholders' equity	429,531	361,316
Noncontrolling interests	5,399	2,824
Total equity	434,930	364,140
Total liabilities and equity	\$ 661,587	\$ 593,455

LA-Z-BOY INCORPORATED
CONSOLIDATED STATEMENT OF CASH FLOWS

<i>(Unaudited, amounts in thousands)</i>	Nine Months Ended	
	1/28/12	1/22/11
Cash flows from operating activities		
Net income	\$ 68,874	\$ 10,613
Adjustments to reconcile net income to cash provided by (used for) operating activities		
Loss on disposal of assets	119	112
Gain on deconsolidation of VIE	(1,125)	0
Deferred income tax expense/(benefit)	(48,042)	11
Provision for doubtful accounts	3,115	3,739
Depreciation and amortization	18,054	17,745
Stock-based compensation expense	4,295	3,043
Pension plan contributions	(2,790)	(2,500)
Change in receivables	2,548	10,995
Change in inventories	2,203	(14,138)
Change in other assets	1,657	(3,120)
Change in payables	(785)	(3,232)
Change in other liabilities	7,733	(12,552)
Net cash provided by operating activities	55,856	10,716
Cash flows from investing activities		
Proceeds from disposal of assets	257	423
Capital expenditures	(11,518)	(8,169)
Purchases of investments	(6,462)	(8,290)
Proceeds from sales of investments	6,429	8,013
Cash effects on deconsolidation of VIE	(971)	(632)
Other	(685)	(51)
Net cash used for investing activities	(12,950)	(8,706)
Cash flows from financing activities		
Proceeds from debt	0	30,488
Payments on debt	(5,708)	(31,450)
Payments for debt issuance costs	(568)	0
Stock issued from stock and employee benefit plans	718	58
Purchases of common stock	(4,517)	0
Net cash used for financing activities	(10,075)	(904)
Effect of exchange rate changes on cash and equivalents	(19)	99
Change in cash and equivalents	32,812	1,205
Cash and equivalents at beginning of period	115,262	108,427
Cash and equivalents at end of period	<u>\$ 148,074</u>	<u>\$ 109,632</u>

LA-Z-BOY INCORPORATED
SEGMENT INFORMATION

<i>(Unaudited, amounts in thousands)</i>	Third Quarter Ended		Nine Months Ended	
	1/28/12	1/22/11	1/28/12	1/22/11
Sales				
Upholstery Group	\$ 249,348	\$ 225,213	\$ 708,210	\$ 652,025
Casegoods Group	34,228	35,426	104,302	111,785
Retail Group	58,387	44,146	159,912	118,699
VIEs, net of intercompany sales eliminations	2,737	10,173	8,840	25,459
Corporate and Other	391	612	1,802	1,438
Eliminations	(28,576)	(23,627)	(78,778)	(61,167)
Consolidated Sales	\$ 316,515	\$ 291,943	\$ 904,288	\$ 848,239
Operating Income (Loss)				
Upholstery Group	\$ 22,603	\$ 18,468	\$ 54,721	\$ 45,580
Casegoods Group	1,840	1,648	4,359	4,599
Retail Group	(646)	(2,759)	(6,707)	(12,043)
VIEs	596	(1,130)	959	(3,842)
Corporate and Other	(7,373)	(6,235)	(20,591)	(20,613)
Consolidated Operating Income	\$ 17,020	\$ 9,992	\$ 32,741	\$ 13,681