

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**

May 24, 2018

(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**

N/A

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Officer

Effective June 20, 2018, Louis M. Riccio Jr. will resign as Chief Financial Officer of La-Z-Boy Incorporated (the "Company"). Mr. Riccio will remain with the Company through August 1, 2018, in an advisory capacity to transition the role. The Company previously announced, on September 27, 2017, that Mr. Riccio intended to retire from the Company when the Company completed its fiscal 2018 year-end reporting. Mr. Riccio's resignation is not a result of any disagreement with the Company's independent auditors or any member of management on any matter of accounting principles or practices, financial statement disclosure or internal controls. Mr. Riccio's compensation will continue unchanged during the period prior to his retirement.

(c) Appointment of Officer

As of June 18, 2018, Melinda D. Whittington is joining the Company in the role of Senior Vice President of Finance. Effective June 21, 2018, following Mr. Riccio's resignation, the Company will appoint Ms. Whittington to serve as the Company's Chief Financial Officer.

Ms. Whittington, 51, most recently served as Chief Financial Officer of Allscripts Healthcare Solutions, Inc. from February 2016 through June 2017. Prior to that, she was Senior Vice President, Corporate Controller and Chief Accounting Officer of Kraft Foods Group, Inc. (now the Kraft Heinz Company) from February 2015 through October 2015, and served as Vice President, Corporate Controller and Chief Accounting Officer of Kraft Foods Group, Inc. from January 2014 through February 2015. She also spent more than 20 years at The Procter & Gamble Company, where she held numerous positions of increasing

responsibility within finance between 1993 and 2014, including her most recent assignment as Finance Director, Global Home Products from July 2013 through January 2014.

Ms. Whittington has no family relationships with any of our directors or executive officers. There are no related party transactions between the Company and Ms. Whittington.

(e) Compensatory Plan

Pursuant to our offer letter (the "Offer Letter"), Ms. Whittington will be entitled to an annual base salary of \$525,000. She will also be eligible to participate in the 2017 Omnibus Incentive Plan, beginning on June 18, 2018. For the Company's 2019 fiscal year, Ms. Whittington's annual target award opportunity under the 2017 Omnibus Incentive Plan is equal to 75% of her salary, or \$393,750. The amount she receives will be based on her wages earned during the 2019 fiscal year, and will also depend on the Company's financial performance. Ms. Whittington will also receive a sign-on cash bonus of \$50,000, in lieu of relocation benefits, which she will be required to repay if she resigns her employment with the Company within a two-year period or is terminated for "cause."

Ms. Whittington is also eligible to receive long-term incentive awards under the 2017 Omnibus Incentive Plan. For the Company's 2019 fiscal year, Ms. Whittington's annual equity award will be equal to \$656,250. She will also receive a sign-on restricted stock award equal to 20,000 shares of the Company's common stock. Her restricted stock award will vest over a four-year period at 25% per year on the anniversary of the grant date. Ms. Whittington will also be eligible for other benefits consistent with those received by our other executives.

The foregoing description of the Offer Letter is qualified in its entirety by reference to the complete terms and conditions of the Offer Letter, which will be filed with our Form 10-K for the year ended April 28, 2018.

Item 8.01 Other Events

The Company issued a news release announcing that Melinda D. Whittington would be appointed Chief Financial Officer effective June 21, 2018.

A copy of the news release is attached to this current report on Form 8-K as Exhibit 99.1.

2

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 May 24, 2018

3

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release Dated May 24, 2018

4

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: May 31, 2018

BY: /s/ Lindsay A. Barnes
Lindsay A. Barnes
Vice President, Corporate Controller and Chief Accounting Officer

5



NEWS RELEASE

Contact: Kathy Liebmann

(734) 241-2438

kathy.liebmann@la-z-boy.com

LA-Z-BOY ANNOUNCES APPOINTMENT OF NEW CFO

MONROE, Mich., May 24, 2018—La-Z-Boy Incorporated (NYSE: LZB) today announced it has appointed Melinda D. Whittington as Senior Vice President and Chief Financial Officer effective June 21, 2018. Whittington will succeed Louis M. (“Mike”) Riccio who previously announced he will retire from La-Z-Boy when the company completes its fiscal 2018 year-end reporting. Riccio will remain at La-Z-Boy through August 1, 2018, in an advisory capacity to transition the role.

Whittington brings more than 25 years of financial experience and expertise to La-Z-Boy. Most recently, she served as CFO of Allscripts Healthcare Solutions, Inc. Prior to that, she was Senior Vice President, Corporate Controller and Chief Accounting Officer of Kraft Foods Group, Inc. (now the Kraft Heinz Company). She also spent more than 20 years at The Procter & Gamble Company, where she held numerous positions of increasing responsibility within finance, including expatriate assignments in Belgium and Costa Rica. Whittington began her career at KPMG.

At La-Z-Boy, Whittington will lead a global finance team of more than 100 professionals, and have overall responsibility for Internal Audit, Treasury and Risk Management, the Tax function, Investor Relations, and Internal and External Reporting.

Kurt L. Darrow, Chairman, President and Chief Executive Officer, of La-Z-Boy, said, “After an extensive search, we are delighted Melinda is joining our team. She is a high-caliber, results-oriented individual with a proven track record of operational excellence. Additionally, her collaborative leadership style coupled with an extensive and varied background in the consumer products arena will serve La-Z-Boy well as we execute our dual growth strategy within a dynamic environment.”

Whittington said, “I look forward to joining La-Z-Boy. It is a fascinating time for the company as it marries its rich history, brand strength and legacy of innovation with an evolving e-commerce strategy to address today’s marketplace. It is indeed exciting to be part of the team that is leading the company through its next phase of transformation.”

Whittington is a summa cum laude graduate of The Ohio State University, is a CPA and has served in several leadership positions for non-profit organizations. She is currently a board member of the United Way of Lake County in Illinois.

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) the possibility of a recession; (c) changes in the real estate and credit markets and their effects on our customers, consumers and suppliers; (d) international political unrest, terrorism or war; (e) volatility in energy and other commodities prices; (f) the impact of logistics on imports and exports; (g) tax rate, interest rate, and currency exchange rate changes; (h) operating factors, such as supply, labor or distribution disruptions (e.g. port strikes); (i) changes in legislation, including the tax code, or changes in the domestic or international regulatory environment, including new or increased duties and termination or renegotiation of the North American Free Trade Agreement; (j) adoption of new accounting principles; (k) fires, severe weather or other natural events such as hurricanes, earthquakes, flooding, tornadoes and tsunamis; (l) our ability to procure or transport fabric rolls, leather hides or cut-and-sewn fabric and leather sets domestically or abroad; (m) information technology conversions or system failures and our ability to recover from a system failure; (n) effects of our brand awareness and marketing programs; (o) the discovery of defects in our products resulting in delays in manufacturing, recall campaigns, reputational damage, or increased warranty costs; (p) litigation arising out of alleged defects in our products; (q) unusual or significant litigation; (r) our ability to locate new La-Z-Boy Furniture Galleries® stores (or store owners) and negotiate favorable lease terms for new or existing locations; (s) the ability to increase volume through our e-commerce initiatives; (t) the impact of potential goodwill or intangible asset impairments; and (u) those matters discussed in Item 1A of our fiscal 2017 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: <https://lazboy.gcs-web.com/financial-information/sec-filings>. 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: <https://lazboy.gcs-web.com/>.

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 England and La-Z-Boy. The casegoods segment consists of three brands: American Drew, Hammary, and Kincaid. The company-owned retail segment includes 147 of the 350 La-Z-Boy Furniture Galleries® stores.

The corporation's branded distribution network is dedicated to selling La-Z-Boy Incorporated products and brands, and includes 350 stand-alone La-Z-Boy Furniture Galleries® stores and 532 independent Comfort Studio® locations, in addition to in-store gallery programs for the company's Kincaid and England operating units. Additional information is available at <http://www.la-z-boy.com/>.
