

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 23, 2011

(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 August 23, 2011, La-Z-Boy Incorporated issued a news release to report the company's financial results for the first quarter ended July 30, 2011. 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 filed or furnished as part of this report:

	<u>Description</u>
99.1	News Release Dated August 23, 2011
99.2	Unaudited financial schedules



NEWS RELEASE

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

MONROE, MI. August 23, 2011—La-Z-Boy Incorporated (NYSE: LZB) today reported its operating results for the fiscal first quarter ended July 30, 2011.

Fiscal 2012 first quarter:

- Sales for the first quarter increased 6.4% compared with the fiscal 2011 first quarter;
- Same-store written sales for the 306 La-Z-Boy Furniture Galleries® store network increased 9.7%;
- Delivered sales in the company-owned retail segment increased 38.3% and the segment's operating margin improved to (6.9%) from (13.9%) in last year's first quarter. The delivered sales increase of the core 68 stores, included in last year's first quarter, was 10.4 percentage points;
- Consolidated operating income improved \$5.1 million to \$3.5 million; and
- Diluted earnings per share attributable to La-Z-Boy Incorporated was \$0.85, of which \$0.81 per share was attributable to the reduction of certain valuation reserves against the company's deferred tax assets.

Net sales for the first quarter were \$280.1 million, up 6.4% compared with the prior year's first quarter. The company reported net income attributable to La-Z-Boy Incorporated of \$45.5 million, or \$0.85 per diluted share, of which \$43.4 million, or \$0.81 per share was attributable to a reduction of certain valuation reserves against the company's deferred tax assets. These results compare with a loss of \$0.2 million, or \$0.00 per share in the fiscal 2011 first quarter.

Kurt L. Darrow, President and Chief Executive Officer of La-Z-Boy, said, "With the summer period being seasonally the most challenging for the industry, we were pleased with the sales increase we experienced in both our upholstery and retail segments, particularly in light of ongoing macroeconomic challenges. Importantly, we continued to improve performance in our company-owned retail segment and remain encouraged by the increase in same-store sales for the La-Z-Boy Furniture Galleries® store network. As we move into what is historically a stronger fall selling season, we believe we are well positioned to improve our overall performance as we leverage our operating structure while building the company's market share."

Wholesale Segments

For the fiscal 2012 first quarter, sales in the company's upholstery segment increased 7.7% to \$217.5 million from \$201.9 million in the prior year's first quarter. The operating margin for the quarter was 5.1% compared with 5.0% in last year's comparable quarter. In the casegoods segment, sales for the fiscal 2012 first quarter were \$34.1 million, down 7.4% from \$36.9 million in the fiscal 2011 first quarter, and the segment's operating margin was 1.6% compared with 4.3% the year before.

Darrow commented, "We remain pleased with the success of our new marketing program, featuring Brooke Shields, which we believe is driving a more qualified consumer to our stores and dealer base. Additionally, our Mexico-based cut-and-sew operation continues to make progress and deliver savings to the upholstery operation, although savings for the quarter were partially offset by a negative currency adjustment due to the peso devaluation."

Darrow continued, "During the period, as a result of a more cautious consumer, we experienced a product mix change, selling a higher percentage of major upholstery and stationary product versus leather offerings and our core recliner product, which tend to carry a higher gross margin. Our operating margin was also impacted by higher incentive compensation levels and transportation costs as well as an increased advertising spend, reflecting the new brand platform marketing campaign, which was introduced last November and not included in the previous year's quarter."

"On the casegoods side of the business, our volume declined 7.4% compared with last year's first quarter when we had a strong introduction of the Nickelodeon youth collection by Lea. Additionally, our casegoods operation continues to face greater challenges compared to our upholstery business, given the higher price structure of the category. Although we essentially broke even from an operating perspective, along with the sales decline, we experienced higher raw material and finished goods costs throughout the quarter. We instituted a price increase across all our casegoods brands in the latter part of the quarter, which should improve our profitability going forward."

Retail Segment

For the quarter, retail delivered sales were \$48.8 million, up 38.3% compared with the prior-year period. The delivered sales increase for the core 68 stores included in last year's first quarter was 10.4%. The additional sales increase was mainly associated with our February 2011 acquisition of the 15 stores in the Southern California, formerly operated by a consolidated VIE. The retail group continued to make progress in its operating performance, posting an operating loss of \$3.4 million, with an operating margin of (6.9%) compared with an operating loss of \$4.9 million, or an operating margin of (13.9%) in last year's first quarter.

Darrow stated, "During the quarter, although traffic for the segment was relatively flat, we increased our close ratio, reflecting better selling processes combined with a more qualified consumer entering our stores. We also have increased our gross margins, reflecting stronger promotions and better merchandising strategies with improved results continuing to be delivered by a tighter cost structure as well as strong pricing disciplines. We are encouraged by the retail segment posting its 10th consecutive quarterly improvement in performance, moving the operation closer to profitability which will change the earnings power of the corporation as we benefit from the blended wholesale/retail margin."

La-Z-Boy Furniture Galleries® Stores Network

System-wide, for the first 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 9.7%. Total written sales, which include new and closed stores, were up 10.0%. At the end of the first quarter, 306 stand-alone stores comprised the La-Z-Boy Furniture Galleries® store system.

Balance Sheet and Cash Flow

During the quarter, the company generated \$3.0 million in cash provided by operating activities and ended the quarter with \$110.4 million in cash and \$100.9 million of availability under its revolving line of credit. At quarter end, La-Z-Boy's debt-to-capitalization ratio was 7.0% compared with 8.8% at the end of fiscal 2011 and 11.8% at the end of the fiscal 2011 first quarter and its net cash position was \$79.5 million at July 30, 2011.

Deferred Tax Assets

During the first quarter of fiscal 2012, the company reduced the valuation allowance on its deferred tax assets by \$43.4 million, which increased diluted earnings per share attributable to La-Z-Boy Incorporated by \$0.81. This reduction in the valuation allowance was the result of sufficient pretax income over the past three years along with an assessment of our most recent operating results, forecasts and the economic environment.

Business Outlook

Darrow stated, "With financial markets volatile and consumers concerned about the overall macroeconomic environment, we expect the operating landscape for the furniture industry to remain difficult and we are cautious about our expectations going forward. However, as we move into the fall, which is typically a stronger selling period, we believe we are well positioned to increase our market share. We have the industry's leading brand and a vast network of La-Z-Boy Furniture Galleries® stores and Comfort Studios® where consumers experience a professional and comfortable shopping experience. We are investing in our business to improve our performance and believe our brand platform will continue to drive qualified consumers to our dealer base. Our operating structure remains lean and efficient and increased volume will leverage those efficiencies, delivering results to the bottom line."

Conference Call

La-Z-Boy will hold a conference call with the investment community on Wednesday, August 24, 2011, 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 or product recalls; (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, 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) our ability to locate new La-Z-Boy Furniture Galleries® stores owners and negotiate favorable lease terms for new or existing locations; and (r) 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 306 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 306 stand-alone La-Z-Boy Furniture Galleries® stores and 525 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 OPERATIONS

<i>(Unaudited, amounts in thousands, except per share data)</i>	First Quarter Ended	
	7/30/11	7/24/10
Sales	\$ 280,094	\$ 263,313
Cost of sales		
Cost of goods sold	199,134	190,500
Restructuring	32	(21)
Total cost of sales	199,166	190,479
Gross profit	80,928	72,834
Selling, general and administrative	77,371	74,320
Restructuring	84	165
Operating income (loss)	3,473	(1,651)
Interest expense	424	590
Interest income	183	243
Income from Continued Dumping and Subsidy Offset Act, net	322	0
Other income (expense), net	373	351
Earnings (loss) before income taxes	3,927	(1,647)
Income tax expense (benefit)	(41,929)	(705)
Net income (loss)	45,856	(942)
Net (income) loss attributable to noncontrolling interests	(320)	726
Net income (loss) attributable to La-Z-Boy Incorporated	\$ 45,536	\$ (216)
Basic average shares	51,942	51,785
Basic net income attributable to La-Z-Boy Incorporated per share	\$ 0.86	\$ 0.00
Diluted average shares	52,443	51,785
Diluted net income attributable to La-Z-Boy Incorporated per share	\$ 0.85	\$ 0.00

LA-Z-BOY INCORPORATED
CONSOLIDATED BALANCE SHEET

(Unaudited, amounts in thousands)

	7/30/11	4/30/11
Current assets		
Cash and equivalents	\$ 110,426	\$ 115,262
Receivables, net of allowance of \$24,179 at 7/30/11 and \$23,937 at 4/30/11	147,857	161,299
Inventories, net	149,132	138,444
Deferred income tax assets - current	20,106	0
Other current assets	18,812	17,218
Total current assets	446,333	432,223
Property, plant and equipment, net	119,044	120,603
Trade names	3,100	3,100
Deferred income tax assets – long-term	26,273	2,883
Other long-term assets	33,272	34,646
Total assets	\$ 628,022	\$ 593,455
Current liabilities		
Current portion of long-term debt	\$ 917	\$ 5,120
Accounts payable	45,907	49,537
Accrued expenses and other current liabilities	75,404	77,447
Total current liabilities	122,228	132,104
Long-term debt	30,029	29,937
Other long-term liabilities	64,833	67,274
Contingencies and commitments	0	0
Shareholders' Equity		
Common shares, \$1 par value – 150,000 authorized; 52,025 outstanding July 30, 2011 and 51,909 outstanding April 30, 2011	52,025	51,909
Capital in excess of par value	199,547	201,589
Retained earnings	175,206	126,622
Accumulated other comprehensive loss	(19,019)	(18,804)
Total La-Z-Boy Incorporated shareholders' equity	407,759	361,316
Noncontrolling interests	3,173	2,824
Total equity	410,932	364,140
Total liabilities and equity	\$ 628,022	\$ 593,455

LA-Z-BOY INCORPORATED
CONSOLIDATED STATEMENT OF CASH FLOWS

<i>(Unaudited, amounts in thousands)</i>	Quarter Ended	
	7/30/11	7/24/10
Cash flows from operating activities		
Net income (loss)	\$ 45,856	\$ (942)
Adjustments to reconcile net income (loss) to cash provided by (used for) operating activities		
(Gain) loss on sale of assets	(69)	27
Deferred income tax expense/(benefit)	(43,355)	37
Restructuring	116	144
Provision for doubtful accounts	1,038	914
Depreciation and amortization	5,907	5,806
Stock-based compensation expense	1,559	1,027
Pension plan contributions	(930)	0
Change in receivables	13,408	16,949
Change in inventories	(10,358)	(9,007)
Change in other assets	(2,203)	(295)
Change in payables	(3,630)	(10,667)
Change in other liabilities	(4,317)	(16,044)
Net cash provided by (used for) operating activities	3,022	(12,051)
Cash flows from investing activities		
Proceeds from disposals of assets	88	22
Capital expenditures	(3,288)	(2,436)
Purchases of investments	(3,502)	(4,333)
Proceeds from sales of investments	3,379	4,353
Cash effects on deconsolidation of VIE	0	(632)
Other	0	(13)
Net cash used for investing activities	(3,323)	(3,039)
Cash flows from financing activities		
Proceeds from debt	0	10,238
Payments on debt	(4,590)	(10,566)
Stock issued from stock and employee benefit plans	50	24
Net cash used for financing activities	(4,540)	(304)
Effect of exchange rate changes on cash and equivalents	5	(32)
Change in cash and equivalents	(4,836)	(15,426)
Cash and equivalents at beginning of period	115,262	108,427
Cash and equivalents at end of period	\$ 110,426	\$ 93,001

LA-Z-BOY INCORPORATED
SEGMENT INFORMATION

<i>(Unaudited, amounts in thousands)</i>	Quarter Ended	
	7/30/11	7/24/10
Sales		
Upholstery Group	\$ 217,462	\$ 201,934
Casegoods Group	34,131	36,850
Retail Group	48,814	35,307
VIEs, net of intercompany sales eliminations	3,341	7,542
Corporate and Other	594	376
Eliminations	(24,248)	(18,696)
Consolidated Sales	\$ 280,094	\$ 263,313
Operating Income (Loss)		
Upholstery Group	\$ 11,125	\$ 10,057
Casegoods Group	557	1,575
Retail Group	(3,378)	(4,924)
VIEs	567	(1,608)
Corporate and Other	(5,282)	(6,607)
Restructuring	(116)	(144)
Consolidated Operating Income	\$ 3,473	\$ (1,651)