

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
THERE TO 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).

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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MLF Investments, LLC

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER 0 shares

8 SHARED VOTING POWER 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* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 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.

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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 GROUP* (a) / / (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) / /

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		0 shares	
	8	SHARED VOTING POWER	
		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) Includes 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P.

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
	MLF Cayman GP, Ltd.		
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		

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	
		0 shares	
	8	SHARED VOTING POWER	
		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*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Includes 1,439,600 shares of Common Stock issuable upon the exercise of options held by MLF Offshore Portfolio Company, L.P.

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1 NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MLF Partners 100, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) / /
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE VOTING POWER

0 shares

8 SHARED VOTING POWER

176,895 shares (1)

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

176,895 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

176,895 shares (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.3%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Includes 60,400 shares of Common Stock issuable upon the exercise of options held by MLF Partners 100, L.P.

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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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7 SOLE VOTING POWER
0 shares

8 SHARED VOTING POWER
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* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.4%

14 TYPE OF REPORTING PERSON*

PN

*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.

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1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	MLF Holdings, LLC	
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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	
	0 shares	
	8 SHARED VOTING POWER	
	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*	/ /
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	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.

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=====
1      NAME OF REPORTING PERSONS
      I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES 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 REQUIRED
      PURSUANT TO ITEM 2(d) OR 2(e)                                   / /
-----
6      CITIZENSHIP OR PLACE OF ORGANIZATION

      USA
-----
NUMBER OF          7      SOLE VOTING POWER
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH
-----
8      SHARED VOTING POWER

      0 shares
-----
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*                                                   / /
-----
13     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

      8.4%
-----
14     TYPE OF REPORTING PERSON*

      IN
=====

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*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.

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The following constitutes Amendment No. 2 ("Amendment No. 2") to Schedule 13D, as amended to date, filed by the undersigned (the "Schedule 13D"). Except as specifically amended by this Amendment No. 2, the Schedule 13D remains in full force and effect.

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

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

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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.

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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

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

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EXHIBIT INDEX

Exhibit	Page
1. Joint Filing Agreement by and among MLF Investments, 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.	Previously filed.
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.	15 - 16

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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

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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

Name: Matthew L. Feshbach
Title: Managing Member