

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **September 1, 2020**

**LA-Z-BOY INCORPORATED**

(Exact name of registrant as specified in its charter)

<b>Michigan</b> (State or other jurisdiction of incorporation)	<b>1-9656</b> (Commission File Number)	<b>38-0751137</b> (IRS Employer Identification No.)
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<b>One La-Z-Boy Drive, Monroe, Michigan</b> (Address of principal executive offices)	<b>48162-5138</b> (Zip Code)
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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))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$1.00 par value	LZB	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.**

On September 1, 2020, La-Z-Boy Incorporated (the “Company”) held its 2020 Annual Meeting of Shareholders (the “Annual Meeting”). Of the 46,296,987 shares of the Company’s common stock, \$1.00 par value, eligible to vote at the Annual Meeting, 42,717,912 shares were present in person or represented by proxy. Set forth below are the final voting results for the proposals voted on at the Annual Meeting.

*Proposal 1: Election of Directors.* Each of the nine director nominees shown below was elected to serve an annual term until the 2021 annual meeting of shareholders. Each director will hold office until his or her successor has been elected and qualified or until the director’s earlier resignation or removal. The voting results were as follows:

<b>Director Nominee</b>	<b>Shares Voted For</b>	<b>Shares Voted Withheld</b>	<b>Broker Non-Votes</b>
Kurt L. Darrow	38,437,113	1,888,745	2,392,054
Sarah M. Gallagher	39,545,296	780,562	2,392,054
Janet E. Kerr	39,271,271	1,054,587	2,392,054
Michael T. Lawton	39,547,161	778,697	2,392,054
H. George Levy, MD	39,112,272	1,213,586	2,392,054
W. Alan McCollough	39,554,847	771,011	2,392,054
Rebecca L. O’Grady	40,207,987	117,871	2,392,054
Lauren B. Peters	40,159,878	165,980	2,392,054
Dr. Nido R. Qubein	39,080,743	1,245,115	2,392,054

*Proposal 2: Ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021.* The selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for fiscal year 2021 was ratified by the following vote:

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Abstentions</b>
41,453,357	1,197,252	67,303

*Proposal 3: Approve, through a non-binding advisory vote, the compensation of the Company’s named executive officers.* An advisory resolution approving the compensation of the Company’s named executive officers, as disclosed in the Company’s proxy statement, was approved as follows:

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
38,277,674	2,006,700	41,484	2,392,054

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## SIGNATURES

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 hereunto duly authorized.

LA-Z-BOY INCORPORATED

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(Registrant)

Date: September 3, 2020

BY:/s/Stephen K. Krull

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Stephen K. Krull

Vice President, General Counsel and Secretary