

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
THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 1)(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)

March 28, 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 12 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)

MLF Investments, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/
(b) / /

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

7 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 shares

8 SHARED VOTING POWER

3,618,218 shares

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,618,218 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,618,218 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

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

7.0%

14 TYPE OF REPORTING PERSON*

00

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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) /X/ (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) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

7 SOLE VOTING POWER

NUMBER OF SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0 shares

8 SHARED VOTING POWER
3,618,218 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,618,218 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,618,218 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.0%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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) /X/
(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
3,618,218 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,618,218 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,618,218 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.0%

14 TYPE OF REPORTING PERSON* CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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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) /X/ (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 3,618,218 shares

9 SOLE DISPOSITIVE POWER 0 shares

10 SHARED DISPOSITIVE POWER 3,618,218 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,618,218 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.0%

14 TYPE OF REPORTING PERSON* PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

=====

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) /X/
(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
3,618,218 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,618,218 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,618,218 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.0%

14 TYPE OF REPORTING PERSON*
00

=====

*SEE INSTRUCTIONS BEFORE FILLING OUT!

=====

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) /X/
(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

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

8 SHARED VOTING POWER
3,618,218 shares

9 SOLE DISPOSITIVE POWER
0 shares

10 SHARED DISPOSITIVE POWER
3,618,218 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,618,218 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.0%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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The following constitutes Amendment No. 1 ("Amendment No. 1") to Schedule 13D, as amended to date, filed by the undersigned (the "Schedule 13D"). Except as specifically amended by this Amendment No. 1, the Schedule 13D remains in full force and effect.

Item 3 is hereby amended in its entirety to read as follows

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

As of March 29, 2007, MLF Offshore owned 3,618,218 Shares of the Issuer. MLFI, Mr. Feshbach, MLF Cayman, MLF Holdings, and MLF Capital may be deemed to beneficially own the Shares owned by MLF Offshore. The funds used to purchase such Shares came from the working capital of MLF Offshore. The aggregate cost of such Shares is approximately \$45,076,717.

Items 5(a) through (c) are hereby amended in their entirety as follows:

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 51,372,312 Shares outstanding as of January 27, 2007, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, for the quarterly period ended January 27, 2007, as filed with the Securities and Exchange Commission on February 13, 2007.

As of the close of business on March 29, 2007, each of MLFI, MLF Offshore, MLF Cayman, MLF Holdings and MLF Capital beneficially owned 3,618,218 Shares, constituting approximately 7.0% of the Shares outstanding.

(b) Each of Mr. Feshbach, MLFI, MLF Offshore, MLF Cayman, MLF Holdings and MLF Capital share the power to vote and dispose or to direct the vote and disposition of 3,618,218 Shares, or 7.0% of the Shares outstanding.

(c) Schedule A annexed hereto lists all transactions in the Shares since the filing of the Schedule 13D by the Reporting Persons. All of such transactions were effected in the open market.

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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.

Dated: March 29, 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

SCHEDULE A

Transactions in the Shares Since the Filing of Schedule 13D

TRANSACTIONS BY MLF OFFSHORE PORTFOLIO COMPANY, L.P.

Shares of Common Stock Purchased	Price Per Share (\$)	Date of Purchase
5,800	14.3655	02/14/07
51,743	14.4356	02/15/07
10,300	13.6595	03/06/07
50,000	13.7041	03/07/07
50,000	13.8439	03/08/07
20,000	13.7915	03/13/07
40,000	13.6673	03/14/07
1,600	13.9400	03/15/07
6,800	13.8500	03/19/07
62,500	13.6988	03/20/07
60,000	13.4192	03/21/07
40,000	13.4128	03/22/07
20,000	13.3187	03/23/07
60,000	13.0989	03/26/07
20,000	13.1221	03/27/07
55,000	12.5541	03/28/07
50,000	12.5828	03/29/07

MLF INVESTMENTS, LLC

None

MLF CAYMAN GP, LTD.

None

MLF CAPITAL MANAGEMENT, L.P.

None

MLF HOLDINGS, LLC

None

MATTHEW L. FESHBACH

None