

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. 3)(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)

August 16, 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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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) / /  
(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  
3,652,218 shares (1)

9 SOLE DISPOSITIVE POWER  
0 shares

10 SHARED DISPOSITIVE POWER  
3,652,218 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,652,218 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)

7.1%

14 TYPE OF REPORTING PERSON\*

00

(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.

\*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) / /  
(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  
3,503,913 shares (1)

9 SOLE DISPOSITIVE POWER  
0 shares

10 SHARED DISPOSITIVE POWER  
3,503,913 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,503,913 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)  
6.8%

14 TYPE OF REPORTING PERSON\*  
PN

(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

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

8 SHARED VOTING POWER  
3,503,913 shares (1)

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

3,503,913 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,503,913 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)

6.8%

14 TYPE OF REPORTING PERSON\*

CO

(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

148,305 shares (1)

9 SOLE DISPOSITIVE POWER

0 shares

10 SHARED DISPOSITIVE POWER

148,305 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

148,305 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)

LESS THAN 1%

14 TYPE OF REPORTING PERSON\*

PN

(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 3,652,218 shares (1)

9 SOLE DISPOSITIVE POWER 0 shares

10 SHARED DISPOSITIVE POWER 3,652,218 shares (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,652,218 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)

7.1%

14 TYPE OF REPORTING PERSON\*

PN

(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

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	
7	SOLE VOTING POWER	
	0 shares	
8	SHARED VOTING POWER	
	3,652,218 shares (1)	
9	SOLE DISPOSITIVE POWER	
	0 shares	
10	SHARED DISPOSITIVE POWER	
	3,652,218 shares (1)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,652,218 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)	
	7.1%	
14	TYPE OF REPORTING PERSON*	
	PN	

(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.

1	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
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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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER	
	0 shares	
	8 SHARED VOTING POWER	
	3,652,218 shares (1)	
	9 SOLE DISPOSITIVE POWER	
	0 shares	
	10 SHARED DISPOSITIVE POWER	
	3,652,218 shares (1)	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,652,218 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)	
	7.1%	
14	TYPE OF REPORTING PERSON*	
	IN	

(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. 3 ("Amendment No. 3") to Schedule 13D, as amended to date, filed by the undersigned (the "Schedule 13D"). Except as specifically amended by this Amendment No. 3, 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 August 16, 2007, MLF Offshore owned 2,064,313 Shares and options to purchase an additional 1,439,600 Shares. The aggregate cost of such shares and options is approximately \$26,753,496 and \$3,397,456, respectively. The funds used to purchase such Shares came from the working capital of MLF Offshore.

As of August 16, 2007, MLF Partners 100 owned 87,905 Shares and options to purchase an additional 60,400 Shares. The aggregate cost of such shares and options is approximately \$1,139,420 and \$142,544, respectively. The funds used

to purchase such Shares came from the working capital of MLF Partners 100.

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 51,379,677 Shares outstanding as of July 28, 2007, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q as filed with the Securities and Exchange Commission on August 15, 2007.

As of the close of business on August 16, 2007, (i) each of MLFI, MLF Holdings, MLF Capital and Mr. Feshbach beneficially owned 3,652,218 Shares (including 1,439,600 Shares and 60,400 Shares issuable upon the exercise of options held by MLF Offshore and MLF Partners 100, respectively), constituting approximately 7.1% of the Shares outstanding, (ii) each of MLF Offshore and MLF Cayman beneficially owned 3,503,913 Shares (including 1,439,600 Shares issuable upon the exercise of options held by MLF Offshore), constituting approximately 6.8% of the Shares outstanding, and (iii) MLF Partners 100 beneficially owned 148,305 Shares (including 60,400 Shares issuable upon the exercise of options held by MLF Partners 100), constituting approximately 0.3% of the Shares outstanding.

(b) Each of MLFI, MLF Holdings, MLF Capital, and Mr. Feshbach share the power to vote and dispose or to direct the vote and disposition of 3,652,218 Shares, or 7.1% of the Shares outstanding. Each of MLF Offshore and MLF Cayman share the power to vote and dispose or to direct the vote and disposition of 3,503,913 Shares, or 6.8% of the Shares outstanding. MLF Partners 100 shares the power to vote and dispose or to direct the vote and disposition of 148,305 Shares, less than 1% of the Shares outstanding.

(c) The table below lists the transactions effected by each of the Reporting Persons since the filing of Amendment No. 2 to the Schedule 13D. Unless otherwise noted, all transactions were effected through the open market.

MLF OFFSHORE PORTFOLIO COMPANY, L.P.

Shares of Common Stock Disposed	Price Per Share (\$)	Date of Sale
575,494	8.3900	08/16/07
95,916	8.4152	08/16/07

MLF PARTNERS 100, L.P.

Shares of Common Stock Disposed	Price Per Share (\$)	Date of Sale
24,506	8.3900	08/16/07
4,084	8.4152	08/16/07

MATTHEW L. FESHBACH

None

MLF INVESTMENTS, LLC

None

MLF CAYMAN GP, LTD.

None

MLF CAPITAL MANAGEMENT, L.P.



None

MLF HOLDINGS, LLC

None

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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: August 17, 2007

/s/ Matthew L. Feshbach

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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

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Name: Matthew L. Feshbach  
Title: Managing Member

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CUSIP No. 505336 10 7  
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MLF CAPITAL MANAGEMENT, L.P.

By: MLF Holdings, LLC  
General Partner

By: /s/ Matthew L. Feshbach

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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