

LA-Z-BOY INC  
Form 8-K  
August 30, 2018

**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 28, 2018**

(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)

**One La-Z-Boy Drive, Monroe, Michigan**  
(Address of principal executive offices)

**48162-5138**  
(Zip Code)

Registrant's telephone number, including area code (734) 242-1444

**None**

(Former name or former address, if changed since last report.)

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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))

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 August 28, 2018, La-Z-Boy Incorporated (the Company) held its 2018 Annual Meeting of Shareholders (the Annual Meeting). Of the 47,000,740 shares of common stock eligible to vote at the Annual Meeting, 43,320,323 shares were represented in person or by proxy at the meeting. Set forth below are the final voting results for the proposals voted on at the Annual Meeting.

*Proposal 1: Election of Directors.* The following nominees were elected as directors. The voting results were as follows:

Nominee	Shares Voted For	Shares Voted Withheld	Broker Non-Votes
Kurt L. Darrow	38,107,285	1,264,365	3,948,673
Sarah M. Gallagher	39,234,438	137,212	3,948,673
Edwin J. Holman	39,145,988	225,662	3,948,673
Janet E. Kerr	39,229,501	142,149	3,948,673
Michael T. Lawton	39,237,935	133,715	3,948,673
H. George Levy, M.D.	39,120,706	250,944	3,948,673
W. Alan McCollough	39,195,996	175,654	3,948,673
Lauren B. Peters	39,351,270	20,380	3,948,673
Dr. Nido R. Qubein	39,150,335	221,315	3,948,673

*Proposal 2: Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019.* The selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019 was ratified by the following vote:

For:	42,030,922
Against:	1,218,278
Abstain:	71,123
Broker Non-Votes:	

*Proposal 3: Approve, on an advisory basis, the compensation of the Company's named executive officers.* An advisory resolution approving the compensation of the Company's named executive officers, as set forth in the Company's proxy statement, was approved as follows:

For:	37,642,234
Against:	1,662,424
Abstain:	66,992
Broker Non-Votes:	3,948,673

**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 hereto duly authorized.

**LA-Z-BOY INCORPORATED**  
(Registrant)

Date: August 30, 2018

BY: */s/ Lindsay A. Barnes*  
Lindsay A. Barnes  
Vice President, Corporate Controller and Chief Accounting Officer