

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

LA-Z-BOY INCORPORATED

(Exact name of Registrant as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

38-0751137
(I.R.S. Employer
Identification Number)

One La-Z-Boy Drive
Monroe, Michigan 48162-5138
(Address of principal executive offices, including zip code)

La-Z-Boy Incorporated 2024 Omnibus Incentive Plan
(Full title of the plan)

Raphael Z. Richmond
Vice President, General Counsel and Chief Compliance Officer
LA-Z-BOY INCORPORATED
One La-Z-Boy Drive
Monroe, Michigan 48162-5138
(734) 242-1444

(Name, address, and telephone number,
including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

(Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is filed by La-Z-Boy Incorporated, a Michigan corporation (the “Registrant”), for the purpose of registering 3,090,000 shares of common stock, par value \$1.00 per share (the “Common Stock”), of the Registrant that may be issued under the La-Z-Boy Incorporated 2024 Omnibus Incentive Plan (the “Plan”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in this Part I will be delivered to the participants in the Plan, as specified in Rule 428(b)(1) of the Securities Act of 1933, as amended (the “Securities Act”). Such documents are not required to be filed with the Securities and Exchange Commission (the “Commission”) as part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents of the Registrant filed with the Commission are incorporated by reference in this Registration Statement:

- (a) the Registrant’s Annual Report on Form 10-K for the fiscal year ended April 27, 2024, filed with the Commission on [June 17, 2024](#);
- (b) the Registrant’s Current Report on Form 8-K, filed with the Commission on [August 28, 2024](#);
- (c) the description of the Common Stock contained in the Registrant’s Registration Statement on Form 8-A dated August 5, 1987 (Registration No. 1-9656), and any other amendment or report filed for the purpose of updating such description, [including the description of the Common Stock filed as Exhibit 4.2 to the Registrant’s Annual Report on Form 10-K for the fiscal year ended April 27, 2019, filed with the Commission on June 18, 2019](#).

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interest of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers*Michigan Business Corporation Act*

Sections 561—571 of the Michigan Business Corporation Act (the “MBCA”) grant the Registrant broad powers to indemnify any person in connection with legal proceedings brought against him or her by reason of his or her present or past status as an officer or director of the Registrant, provided that the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the Registrant’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The MBCA also gives the Registrant broad powers to indemnify any such person against expenses and reasonable settlement payments in connection with any action by or in the right of the Registrant, provided the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the Registrant’s best interests, except that no indemnification may be made if the person is adjudged to be liable to the Registrant unless and only to the extent the court in which such action was brought determines upon application that, despite such adjudication, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for reasonable expenses as the court deems proper. In addition, to the extent that any such person is successful in the defense of any such legal proceeding, the Registrant is required by the MBCA to indemnify him or her against expenses, including attorneys’ fees, which are actually and reasonably incurred by him or her in connection with the proceedings.

Articles of Incorporation

The Registrant’s Restated Articles of Incorporation, as amended (“Articles of Incorporation”), provide that, (a) with specified exceptions, a director of the Registrant will not be personally liable to the Registrant or its shareholders for monetary damages for breach of fiduciary duty as a director and (b) the Registrant must indemnify, to the fullest extent permitted by law, any of its officers and directors, and may indemnify any of its employees and agents, who is made, or threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that the person is or was a director, officer, employee, or agent of the Registrant or serves or served at the Registrant’s request as a director, officer, partner, trustee, employee, or agent of another enterprise.

The Registrant's Amended and Restated Bylaws ("Bylaws") provide that the Registrant shall indemnify any person who is or was a director or officer of the Registrant who is a party or is threatened to be made a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative and whether formal or informal), other than an action by or in the right of the Registrant, by reason of the fact that he or she is or was a director, officer, employee or agent of the Registrant, or serves or served at the Registrant's request as a director, officer, partner, member, manager, trustee, employee, or agent of another enterprise, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit, or proceeding if he or she was acting in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Registrant or its shareholders, or with respect to a criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

With respect to any claims brought by or in the right of the Registrant to procure a judgment in its favor, the Bylaws provide that the Registrant shall indemnify a person who is or was a director or officer of the Registrant who is or was a party or is threatened to be made a party to any threatened, pending or completed action or suit by reason of the fact that the person is or was a director, officer, employee or agent of the Registrant, or serves or served at the Registrant's request as a director, officer, partner, member, manager, trustee, employee, or agent of another enterprise, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or suit, if he or she was acting in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Registrant or its shareholders. The Registrant's Bylaws provide there will be no indemnification under the Bylaws for any claim, issue or matter for which the officer or director has been found liable to the Registrant unless, and to the extent that, the court that adjudicates the matter finds that, despite the adjudication of liability but in view of all circumstances of the case, the officer or director is fairly and reasonably entitled to indemnification for expenses which the court finds proper.

Notwithstanding the above, the Registrant is not required under the Bylaws to indemnify a current or former director or officer of the Registrant in connection with an action, suit, proceeding or claim (or part thereof) brought or made by such individual, unless such action, suit, proceeding or claim (or part thereof) was authorized by the board of directors of the Registrant or was brought or made to enforce the indemnification provisions of the Bylaws (and the current or former director or officer has been successful in such action).

Indemnification Agreements and Insurance

The Registrant has entered into indemnification agreements with each of its directors in order to provide them with contractual assurances regarding the indemnification provisions set forth in its Articles of Incorporation and Bylaws and to provide additional procedural protections.

Under an insurance policy maintained by the Registrant, the Registrant's directors and officers are insured, within the limits and subject to the limitations of the policy, against certain expenses in connection with the defense of certain claims, actions, suits, or proceedings and certain liabilities that might be imposed as a result of such claims, actions, suits, or proceedings that may be brought against them by reason of being or having been such directors and officers.

The above discussion of the MBCA and the Registrant's Articles of Incorporation, Bylaws, indemnification agreements and insurance policy is not intended to be exhaustive and is qualified in its entirety by such statute, Articles of Incorporation, Bylaws, indemnification agreements and insurance policy.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Exhibit Number	Exhibit Description
3.1	La-Z-Boy Incorporated Restated Articles of Incorporation (Incorporated by reference to an exhibit to Form 10-Q for the quarter ended October 26, 1996).
3.2	La-Z-Boy Incorporated Amendment to Restated Articles of Incorporation effective August 21, 1998 (Incorporated by reference to an exhibit to Form 10-Q for the quarter ended October 27, 2012).
3.3	La-Z-Boy Incorporated Amendment to Restated Articles of Incorporation effective August 22, 2008 (Incorporated by reference to an exhibit to Form 10-Q for the quarter ended October 27, 2012).
3.4	La-Z-Boy Incorporated Amendment to Restated Articles of Incorporation effective August 24, 2012 (Incorporated by reference to an exhibit to Form 10-Q for the quarter ended October 27, 2012).
3.5	La-Z-Boy Incorporated Amended and Restated Bylaws effective August 30, 2022 (Incorporated by reference to Exhibit 3.1 Form 8-K, filed with the Commission on August 31, 2022).
5.1*	Opinion of Honigman LLP.
23.1*	Consent of Independent Registered Public Accounting Firm.
23.2*	Consent of Honigman LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1*	Power of Attorney is contained on the signature pages to this Registration Statement.
99.1	La-Z-Boy Incorporated 2024 Omnibus Incentive Plan (Incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A, filed with the Commission on July 17, 2024).
107*	Filing Fee Table.

*Filed herewith.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) to include any prospectus required by Section 10(a)(3) or the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Monroe, State of Michigan, on August 28, 2024.

LA-Z-BOY INCORPORATED

By: /s/ Melinda D. Whittington

Melinda D. Whittington

President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Melinda D. Whittington and Robert G. Lucian, as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his or her behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this Registration Statement and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Melinda D. Whittington</u> M. D. Whittington	Director, President and Chief Executive Officer (Principal Executive Officer)	August 28, 2024
<u>/s/ Robert G. Lucian</u> Robert G. Lucian	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 28, 2024
<u>/s/ Jennifer L. McCurry</u> Jennifer L. McCurry	Vice President, Corporate Controller and Chief Accounting Officer (Principal Accounting Officer)	August 28, 2024
<u>/s/ Michael T. Lawton</u> Michael T. Lawton	Chair of the Board	August 28, 2024
<u>/s/ Erika L. Alexander</u> Erika L. Alexander	Director	August 28, 2024
<u>/s/ Sarah M. Gallagher</u> Sarah M. Gallagher	Director	August 28, 2024
<u>/s/ James P. Hackett</u> James P. Hackett	Director	August 28, 2024
<u>/s/ Raza S. Haider</u> Raza S. Haider	Director	August 28, 2024
<u>/s/ Janet E. Kerr</u> Janet E. Kerr	Director	August 28, 2024
<u>/s/ Mark S. LaVigne</u> Mark S. LaVigne	Director	August 28, 2024
<u>/s/ Rebecca L. O'Grady</u> Rebecca L. O'Grady	Director	August 28, 2024
<u>/s/ Lauren B. Peters</u> Lauren B. Peters	Director	August 28, 2024

August 28, 2024

La-Z-Boy Incorporated
One La-Z-Boy Drive
Monroe, Michigan 48162-5138

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to La-Z-Boy Incorporated, a Michigan corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8 (the "Registration Statement") for the registration under the Securities Act of 1933, as amended (the "Securities Act"), of a maximum of 3,090,000 shares of the Company's common stock, par value \$1.00 per share (the "Shares"), to be issued pursuant to awards under the La-Z-Boy Incorporated 2024 Omnibus Incentive Plan (the "Plan").

In so acting, we have reviewed the articles of incorporation and the bylaws of the Company, the Plan, and we have considered such matters of law and of fact, and relied upon, without independent investigation such other documents, records, certificates and other information furnished to us, as we have deemed appropriate as a basis for our opinions set forth below. In conducting such review, we have assumed, without independent investigation, the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to authentic original documents of all documents submitted to us as copies, and the accuracy of all statements in certificates of public officials and officers of the Company that we reviewed.

The law covered by the opinions expressed in this opinion letter is limited to the laws of the State of Michigan as currently in effect. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

This opinion speaks only at and as of its date and is based solely on the facts and circumstances known to us as of such date, and we have no obligation or responsibility to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Based upon, subject to and limited by the foregoing, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that (i) when the Registration Statement has become effective under the Securities Act and (ii) when the Shares are issued and delivered in accordance with the terms of the Registration Statement and the Plan, upon receipt by the Company of consideration for the Shares specified in the applicable resolutions of the Company's Board of Directors or a duly authorized committee thereof and the Plan, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ HONIGMAN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of La-Z- Boy Incorporated of our report dated June 17, 2024 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in La- Z-Boy Incorporated's Annual Report on Form 10-K for the year ended April 27, 2024.

/s/ PricewaterhouseCoopers LLP

Detroit, Michigan
August 28, 2024

Calculation of Filing Fee Tables

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LA-Z-BOY INC

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, \$1.00 par value per share	Other	3,090,000	\$ 39.69	\$ 122,642,100.00	0.0001476	\$ 18,101.97
Total Offering Amounts:					\$ 122,642,100.00		\$ 18,101.97
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 18,101.97

Offering Note

1

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's Common Stock that become issuable under the La-Z-Boy Incorporated 2024 Omnibus Incentive Plan (the "2024 Plan") by reason of any stock dividend, stock split, recapitalization, or other similar transaction effected that results in an increase to the number of outstanding shares of the Registrant's Common Stock, as applicable.

(2) Amount of Registration Fee estimated in accordance with Rules 457(c) and 457(h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of \$39.69 per share, the average of the high and low prices of the Registrant's Common Stock on August 22, 2024 as reported on the New York Stock Exchange.

(3) Amount registered represents shares of the Registrant's Common Stock which shall become available for issuance under the 2024 Plan.
