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Securities and Exchange Commission  
100 F Street, NE  
Washington, D. C. 20549

Dear Gentlemen/Ladies:

We are today filing preliminary proxy material for our 2012 annual meeting of shareholders. We are filing preliminary material because the business to be conducted at the meeting includes a proposal to amend our articles of incorporation. We currently intend to begin releasing definitive proxy material to our shareholders on July 9, 2012.

Sincerely,  
**LA-Z-BOY INCORPORATED**

James P. Klarr  
Secretary and Corporate Counsel