

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8REGISTRATION 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)

**1284 North Telegraph Road
Monroe, Michigan 48162-3390**

(Address of principal executive offices including zip code)

Amended and Restated La-Z-Boy Incorporated 2010 Omnibus Incentive Plan

(Full title of the plan)

James P. Klarr**Secretary and Corporate Counsel
LA-Z-BOY INCORPORATED
1284 North Telegraph Road
Monroe, Michigan 48162-3390
(734) 241-3351**(Name, address, and telephone number,
including area code, of agent for service)**Copy to:****Kent E. Shafer****MILLER, CANFIELD, PADDOCK
AND STONE, P.L.C.
150 West Jefferson Avenue
Detroit, Michigan 48226
(313) 496-7570**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company (Do not check if a smaller reporting
company)**CALCULATION OF REGISTRATION FEE**

Title of Securities to Be Registered	Amount to Be Registered	Maximum Offering Price Per Share (1)	Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, \$1.00 par value	4,100,000 shares (2)	\$ 23.97	\$ 98,277,000	\$ 12,658.08

- (1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, based on the average of the high and low sales price of La-Z-Boy Incorporated Common Stock, as reported on the New York Stock Exchange on November 13, 2013.
- (2) In the event of a stock split, stock dividend, or similar transaction involving the registrant's common stock, the number of shares registered hereby shall automatically be increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

As permitted by General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 relating to the La-Z-Boy Incorporated 2010 Omnibus Incentive Plan that was filed by registrant with the Commission on August 19, 2010 (Commission File No. 333-168940) are incorporated herein by reference.

ITEM 8. EXHIBITS.

<u>Exhibit Number</u>	<u>Description</u>
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(5)	Opinion of Miller, Canfield, Paddock and Stone, P.L.C.
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(23.1)	Consent of Miller, Canfield, Paddock and Stone, P.L.C. (included in Exhibit 5)
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(23.2)	Consent of PricewaterhouseCoopers LLP
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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 November 20, 2013.

LA-Z-BOY INCORPORATED

By: /s/ Kurt L. Darrow

Kurt L. Darrow
Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Kurt L. Darrow and Louis M. Riccio, Jr., as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his 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, this registration statement has been signed by the following persons in the capacities indicated as of November 20, 2013.

/s/ K.L. Darrow

K.L. Darrow
Chairman, President and Chief Executive Officer

/s/ J.H. Foss

J.H. Foss
Director

/s/ R.M. Gabrys

R.M. Gabrys
Director

/s/ J.L. Gurwitch

J.L. Gurwitch
Director

/s/ D.K. Hehl

D.K. Hehl
Director

/s/ E.J. Holman

E.J. Holman
Director

/s/ M.L. Mueller

M.L. Mueller
Vice President, Corporate Controller and Chief
Accounting Officer

J.E. Kerr
Director

/s/ M. T. Lawton

M. T. Lawton
Director

/s/ H.G. Levy

H.G. Levy
Director

/s/ W.A. McCollough

W.A. McCollough
Director

/s/ N.R. Qubein

N.R. Qubein
Director

/s/ L.M. Riccio, Jr.

L.M. Riccio, Jr.
Senior Vice President, Chief Financial Officer

Miller, Canfield, Paddock and Stone, P.L.C.

November 20, 2013

La-Z-Boy Incorporated

1284 North Telegraph Road
Monroe, Michigan 48162-3390
Attn.: Board of Directors

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

In connection with the registration of 4,100,000 shares of the Company's Common Stock, par value \$1.00 per share (the "Shares"), to be issued pursuant to the Amended and Restated La-Z-Boy Incorporated 2010 Omnibus Incentive Plan (the "Plan"), under the Securities Act of 1933, as amended (the "Act"), by La-Z-Boy Incorporated, a Michigan corporation (the "Company"), on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission"), you have requested our opinion with respect to the matters set forth below. We note that the Shares covered by the Registration Statement are in addition to 4,600,000 shares to be issued under the Plan prior to its amendment and restatement earlier this year that were registered on an earlier registration statement on Form S-8 (Registration No. 333-168940).

In our capacity as your counsel in connection with the registration, we are familiar with the proceedings taken, and proposed to be taken, by the Company in connection with the authorization, issuance and sale of the Shares and, for the purposes of this opinion, have assumed those proceedings will be timely completed in the manner presently proposed.

As your counsel, we have examined such matters of fact and questions of law as we considered appropriate for purposes of rendering the opinions expressed below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies. With your consent we have relied on certificates of an officer of the Company and others with respect to certain factual matters. We have not independently verified those factual matters.

The law covered by the opinions expressed in this letter is limited to the law of the State of Michigan. We express no opinion as to the statutes and ordinances, the administrative decisions, and the rules and regulations of counties, cities, municipalities, and political subdivisions, and judicial decisions to the extent that they deal with any of the foregoing.

Subject to the limitations stated above, it is our opinion that, upon the issuance and sale of the Shares in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan, and subject to the Company's completing all action and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan and the Registration Statement, including, without limitation, collection of any required payment for the Shares, the Shares will be validly issued, fully paid, and nonassessable securities of the Company.

We consent to your filing this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,
/s/ Miller, Canfield, Paddock and Stone, P.L.C.
Miller, Canfield, Paddock and Stone, P.L.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated June 18, 2013 relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appear in La-Z-Boy Incorporated's Annual Report on Form 10-K for the year ended April 27, 2013.

/s/PricewaterhouseCoopers LLP

Detroit, Michigan

November 20, 2013
