

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

CHECK THE APPROPRIATE BOX:

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> | Preliminary Proxy Statement |
| <input type="checkbox"/> | Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement |
| <input checked="" type="checkbox"/> | Definitive Additional Materials |
| <input type="checkbox"/> | Soliciting Material Under §240.14a-12 |



La-Z-Boy Incorporated

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- | | |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | No fee required |
| <input type="checkbox"/> | Fee paid previously with preliminary materials |
| <input type="checkbox"/> | Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11 |



LA-Z-BOY INCORPORATED
ONE LA-Z-BOY DRIVE
MUNKA, MI 48162-5188

Your **Vote** Counts!

LA-Z-BOY INCORPORATED

2023 Annual Meeting

Vote by August 28, 2023

11:59 PM ET



You invested in LA-Z-BOY INCORPORATED and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on August 29, 2023.**

Get informed before you vote

View the Notice & Proxy Statement, Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to August 15, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

August 29, 2023
8:00 AM EDT

The Westin Detroit Metropolitan Airport
2501 Worldgateway Place
Detroit, Michigan

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends												
<p>1. Election of Directors</p> <p>Nominees:</p> <table border="0"><tr><td>01) Erika L. Alexander</td><td>05) Janet E. Kerr</td><td>09) Lauren B. Peters</td></tr><tr><td>02) Sarah M. Gallagher</td><td>06) Mark S. LaVigne</td><td>10) Melinda D. Whittington</td></tr><tr><td>03) James P. Hackett</td><td>07) Michael T. Lawton</td><td></td></tr><tr><td>04) Raza S. Haider</td><td>08) Rebecca L. O'Grady</td><td></td></tr></table>	01) Erika L. Alexander	05) Janet E. Kerr	09) Lauren B. Peters	02) Sarah M. Gallagher	06) Mark S. LaVigne	10) Melinda D. Whittington	03) James P. Hackett	07) Michael T. Lawton		04) Raza S. Haider	08) Rebecca L. O'Grady		✓ For
01) Erika L. Alexander	05) Janet E. Kerr	09) Lauren B. Peters											
02) Sarah M. Gallagher	06) Mark S. LaVigne	10) Melinda D. Whittington											
03) James P. Hackett	07) Michael T. Lawton												
04) Raza S. Haider	08) Rebecca L. O'Grady												
<p>2. To ratify the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm for fiscal year 2024.</p>	✓ For												
<p>3. To approve, through a non-binding advisory vote, the compensation of our named executive officers as disclosed in the Proxy Statement.</p>	✓ For												
<p>4. To approve, through a non-binding advisory vote, the frequency of future advisory votes to approve the compensation of our named executive officers.</p>	1 Year												
<p>NOTE: In their discretion, the Proxy is authorized to act upon such other business as may properly come before the meeting or any adjournment thereof.</p>													