

LUBYS INC  
Form 10-K/A  
November 13, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 10-K/A**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended August 28, 2013

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period From            to

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Commission file number 001-08308

**Luby's, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

**74-1335253**

*(State or other jurisdiction of incorporation or organization) (IRS Employer Identification Number)*

**13111 Northwest Freeway, Suite 600**

**Houston, Texas 77040**

*(Address of principal executive offices, including zip code)*

**(713) 329-6800**

*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of Each Class</b>	<b>Name of Each Exchange on which registered</b>
Common Stock (\$0.32 par value per share)	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).   Yes   No

The aggregate market value of the shares of common stock of the registrant held by nonaffiliates of the registrant as of February 13, 2013, was approximately \$152,309,024 (based upon the assumption that directors and executive officers are the only affiliates).

As of November 4, 2013, there were 28,314,984 shares of the registrant's common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the following document are incorporated by reference into the designated parts of this Form 10-K:

**Definitive Proxy Statement relating to 2014 annual meeting of shareholders (in Part III)**

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**Explanatory Note**

The sole purpose of this Amendment No. 1 to the Annual Report on Form 10-K (the "Form 10-K") of Luby's, Inc. for the fiscal year ended August 28, 2013, filed with the Securities and Exchange Commission on November 12, 2013, is to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to the Form 10-K provides the financial statements and related notes from the Form 10-K formatted in XBRL (extensible Business Reporting Language).

No other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

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**Item 15. Exhibits, Financial Statement Schedules**

**1. *Financial Statements***

The following financial statements are filed as part of this Report:

Consolidated balance sheets at August 28, 2013 and August 29, 2012.

Consolidated statements of operations for each of the three years in the period ended August 28, 2013.

Consolidated statements of shareholders' equity for each of the three years in the period ended August 28, 2013

Consolidated statements of cash flows for each of the three years in the period ended August 28, 2013.

Notes to consolidated financial  
statements

Reports of Independent Registered Public Accounting Firm Grant Thornton LLP

**2. *Financial Statement Schedules***

All schedules are omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule or because the information required is included in the financial statements and notes thereto.

**3. *Exhibits***

The following exhibits are filed as a part of this Report:

Amended and Restated Certificate of Incorporation of Luby's, Inc. (filed as Exhibit 3.1) to the Company's 3(a) Quarterly Report on Form 10-Q for the quarter ended February 11, 2009, and incorporated herein by reference).

Bylaws of Luby's, Inc., as amended through July 9, 2008 (filed as Exhibit 3.1 to the Company's 3(b) Current Report on Form 8-K dated July 14, 2008, and incorporated herein by reference).

4(a) Credit Agreement dated July 13, 2007, among Luby's, Inc., the lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and Amegy Bank, National Association, as

Syndication Agent. (filed as Exhibit 4(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2007, and incorporated herein by reference).

First Amendment to Credit Agreement dated as of March 18, 2009, among the Company, the lenders party thereto, Wells Fargo Bank, National Association, as Administrative

4(b) Agent, and Amegy Bank, National Association, as Syndication Agent (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K for March 18, 2009, and incorporated herein by reference).

4(c) Credit Agreement dated as of November 9, 2009, among the Company, the lenders



party thereto,  
Wells Fargo  
Bank, National  
Association, as  
Administrative  
Agent, and  
Amegy Bank,  
National  
Association, as  
Syndication  
Agent (filed as  
Exhibit 4(1) to  
the Company's  
Annual Report  
on Form 10-K  
for the fiscal  
year ended  
August 26,  
2009, and  
incorporated  
herein by  
reference).

4(d)First

Amendment to  
Credit  
Agreement,  
dated as of  
January 31,  
2010, among  
the Company,  
the lenders  
from time to  
time party  
thereto, Wells  
Fargo Bank,  
National  
Association, as  
Administrative  
Agent, and  
Amegy Bank  
National  
Association, as  
Syndication  
Agent (filed as  
Exhibit 4.1 to  
the Company's  
Quarterly  
Report on  
Form 10-Q for  
the quarter

ended February 10, 2010, and incorporated herein by reference).

Second Amendment to Credit Agreement, dated as of July 26, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as 4(e) administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K dated July 27, 2010, and incorporated herein by reference).

4(f) Third Amendment to Credit Agreement, dated as of September 30, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National

Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 4(f) to the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2010, and incorporated herein by reference).

4(g) Fourth Amendment to Credit Agreement, dated as of October 30, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 4(g) to the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2010, and incorporated

herein by  
reference).

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- Fifth Amendment to Credit Agreement, dated as of August 25, 2011, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 25, 2011, and incorporated herein by reference).
- 4(h)
- 4(i) Sixth Amendment to Credit Agreement, dated as of October 20, 2011, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 4(i) to the Company's Annual Report on

Form 10-K for the fiscal year ended August 29, 2012, and incorporated herein by reference).

Seventh Amendment to Credit Agreement, dated as of February 14, 2013, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended February 13, 2013, and incorporated herein by reference.

4(j)

4(k)

Credit Agreement, dated as August 13, 2013, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy

Bank National Association, as syndication agent. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 19, 2013, and incorporated herein by reference).

4(l) Rights Agreement dated January 27, 2011 between Luby's, Inc. and American Stock Transfer & Trust Company, LLC, as Rights Agent (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated February 2, 2011, and incorporated herein by reference).

10(a) Management Incentive Stock Plan of Luby's Cafeterias, Inc. (filed as Exhibit 10(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 1989, and incorporated herein by reference).\*

10(b) Amendment to Management Incentive Stock Plan of Luby's

Cafeterias, Inc.  
adopted  
January 14, 1997  
(filed as Exhibit  
10(k) to the  
Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1997, and  
incorporated  
herein by  
reference).\*

10(c) Nonemployee  
Director Deferred  
Compensation  
Plan of Luby's  
Cafeterias, Inc.  
adopted  
October 27, 1994  
(filed as  
Exhibit 10(g) to  
the Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
November 30,  
1994, and  
incorporated  
herein by  
reference).\*

10(d) Amendment to  
Nonemployee  
Director Deferred  
Compensation  
Plan of Luby's  
Cafeterias, Inc.  
adopted January  
14, 1997 (filed as  
Exhibit 10(m) to  
the Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1997, and  
incorporated  
herein by



reference).\*

Amendment to  
Nonemployee  
Director Deferred  
Compensation  
Plan of Luby's  
Cafeterias, Inc.  
adopted  
March 19, 1998  
(filed as Exhibit  
10(e) 10(o) to the  
Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1998, and  
incorporated  
herein by  
reference).\*

Amended and  
Restated  
Nonemployee  
Director Stock  
Plan of Luby's,  
Inc. adopted  
January 20, 2005,  
as amended  
January 24, 2007,  
as amended  
April 14, 2008  
(filed as Exhibit  
10(f) to the  
Company's  
Annual Report on  
Form 10-K for  
the fiscal year  
ended August 27,  
2008, and  
incorporated  
herein by  
reference).\*

10(g) Second Amended  
and Restated  
Nonemployee  
Director Stock  
Plan of Luby's,  
Inc. adopted

January 25, 2013,  
(filed as Exhibit  
10.1 to the  
Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 13,  
2013, and  
incorporated  
herein by  
reference).\*

10(h) Luby's Cafeterias,  
Inc. Supplemental  
Executive  
Retirement Plan  
dated May 30,  
1996 (filed as  
Exhibit 10(j) to  
the Company's  
Annual Report on  
Form 10-K for  
the fiscal year  
ended  
August 31, 1996,  
and incorporated  
herein by  
reference).\*

10(i) Amendment to  
Luby's Cafeterias,  
Inc. Supplemental  
Executive  
Retirement Plan  
adopted  
January 14, 1997  
(filed as Exhibit  
10(r) to the  
Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1997, and  
incorporated  
herein by  
reference).\*



Amendment to Luby's Cafeterias, Inc. Supplemental Executive Retirement Plan adopted January 9, 1998 (filed as Exhibit 10(u) to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 1998, and incorporated herein by reference).\*

Amendment to Luby's Cafeterias, Inc. Supplemental Executive Retirement Plan adopted May 21, 1999 (filed as Exhibit 10(q) to the Company's Quarterly Report on Form 10-Q for the quarter ended May 31, 1999, and incorporated herein by reference.)\*

Luby's Incentive Stock Plan adopted October 16, 1998 (filed as Exhibit 10(cc) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 1998, and incorporated herein by reference).\*

Amended and Restated Luby's Incentive Stock Plan adopted January 19, 2006 (filed as Exhibit 10(ee) to the Company's Quarterly Report on Form 10-Q for the quarter ended February 15, 2006,

and incorporated herein by reference).\*

10(n) Registration Rights Agreement dated March 9, 2001, by and among Luby's, Inc., Christopher J. Pappas, and Harris J. Pappas (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K dated March 9, 2001, and incorporated herein by reference).

10(o) Asset Purchase Agreement, dated as of June 23, 2010, by and among Luby's, Inc., Fuddruckers, Inc., Magic Brands, LLC, Atlantic Restaurant Ventures, Inc., R. Wes, Inc., Fuddruckers of Howard County, LLC and Fuddruckers of White Marsh, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 29, 2010).

10(p) Amendment to Asset Purchase Agreement, dated as of July 26, 2010, by and among Luby's Fuddruckers Restaurants, LLC, Fuddruckers, Inc., Magic Brands, LLC, Atlantic Restaurant Ventures, Inc., R. Wes, Inc., Fuddruckers of Howard County, LLC

and Fuddruckers of  
White Marsh, LLC  
(incorporated by  
reference to  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
filed on July 27,  
2010).

10(q) Luby's, Inc. Amended  
and Restated  
Nonemployee Director  
Phantom Stock Plan  
effective  
September 28, 2001  
(filed as Exhibit  
10(dd) to the  
Company's Quarterly  
Report on Form 10-Q  
for the quarter ended  
February 13, 2002,  
and incorporated  
herein by reference).\*

10(r) Form of  
Indemnification  
Agreement entered  
into between Luby's,  
Inc. and each member  
of its Board of  
Directors initially  
dated July 23, 2002  
(filed as Exhibit  
10(gg) to the  
Company's Annual  
Report on Form 10-K  
for the fiscal year  
ended August 28,  
2002, and incorporated  
herein by reference).

10(s) Master Sales  
Agreement dated July  
23, 2002, by and  
among Luby's, Inc.,  
Pappas Restaurants,  
L.P., and  
Pappas Restaurants,  
Inc. and Procedure  
adopted by the

Finance and Audit Committee of the Board of Directors on July 23, 2002, pursuant to Section 2.3 of the Master Sales Agreement (filed as Exhibit 10(ii) to the Company's Annual Report on Form 10-K for the fiscal year ended August 28, 2002, and incorporated herein by reference).

10(t) Amended and Restated Master Sales Agreement effective November 16, 2011, by and among Luby's, Inc., Pappas Restaurants, L.P., and Pappas Restaurants, Inc. (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 9, 2012, and incorporated herein by reference).

10(u) Amended and Restated Master Sales Agreement effective November 8, 2013, by and among Luby's, Inc., Pappas Restaurants, L.P., and Pappas Restaurants, Inc. (filed as Exhibit 10(u) to the Company's Annual Report on Form 10-K for the year ended August 28, 2013, and incorporated herein by reference).

10(v)

Employment Agreement dated November 9, 2005, between Luby's, Inc. and Christopher J. Pappas (filed as Exhibit 10(y) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2005, and incorporated herein by reference).\*

Amendment No. 1 dated as of October 29, 2007 to Employment Agreement dated as of March 9, 2001 between Luby's, Inc. 10(w) and Christopher J. Pappas (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated October 30, 2007, and incorporated herein by reference).\*

Amendment No. 2 dated as of November 19, 2008 to Employment Agreement dated as of November 9, 2005 between Luby's, Inc. 10(x) and Christopher J. Pappas (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 21, 2008, and incorporated herein by reference).\*





10(y) Amendment No. 3  
dated as of  
November 19, 2009  
to Employment  
Agreement dated as  
of November 9, 2005  
and as amended on  
October 29, 2007  
and November 19,  
2008 between  
Luby's, Inc. and  
Christopher J.  
Pappas (filed as  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
dated November 25,  
2009, and  
incorporated herein  
by reference).\*

10(z) Amendment No. 4  
dated as of April 15,  
2010 to Employment  
Agreement dated as  
of November 9, 2005  
and as amended on  
October 29,  
2007, November 19,  
2008, and  
November 19, 2009  
between Luby's, Inc.  
and Christopher J.  
Pappas (filed as  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
dated April 20, 2010,  
and incorporated  
herein by  
reference).\*

10(aa) Amendment No. 5  
dated as of  
September 2, 2010 to  
Employment  
Agreement dated as  
of November 9,

2005, as amended on October 29, 2007, November 19, 2008, November 19, 2009 and April 15, 2010, between Luby's, Inc. and Christopher J. Pappas (filed as Exhibit 10(cc) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2011, and incorporated herein by reference).\*

10(bb) Amendment No. 6 dated as of April 20, 2011 to Employment Agreement dated as of November 9, 2005, as amended on October 29, 2007, November 19, 2008, November 19, 2009, April 15, 2010 and September 2, 2010, between Luby's, Inc. and Christopher J. Pappas (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 26, 2011, and incorporated herein by reference).\*

10(cc) Amendment No. 7 dated as of August 28, 2012 to Employment Agreement dated as of November 9, 2005, as amended on October 29, 2007, November 19, 2008, November 19, 2009, April 15, 201, September 2, 2010

and April 20, 2011  
between Luby's, Inc.  
and Christopher J.  
Pappas (filed as  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
dated April 30, 2012,  
and incorporated  
herein by  
reference).\*

Employment  
Agreement dated  
November 9, 2005,  
between Luby's, Inc.  
and Harris J. Pappas  
(filed as Exhibit  
10(z) to the  
10(dd) Company's Annual  
Report on Form  
10-K for the fiscal  
year ended  
August 31, 2005,  
and incorporated  
herein by  
reference).\*

Amendment No. 1  
dated as of  
October 29, 2007 to  
Employment  
Agreement dated as  
of March 9, 2001  
between Luby's, Inc.  
and Harris J. Pappas  
10(ee) (filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
October 30, 2007,  
and incorporated  
herein by  
reference).\*

10(ff) Amendment No. 2  
dated as of  
November 19, 2008  
to Employment  
Agreement dated as  
of November 9, 2005  
between Luby's, Inc.

and Harris J. Pappas  
(filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
November 21, 2008,  
and incorporated  
herein by  
reference).\*

Amendment No. 3  
dated as of  
November 19, 2009  
to Employment  
Agreement dated as  
of November 9, 2005  
and as amended on  
October 29, 2007  
and November 19,  
2008 between  
10(gg) Luby's, Inc. and  
Harris J. Pappas  
(filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
November 25, 2009,  
and incorporated  
herein by  
reference).\*

Amendment No. 4  
dated as of April 15,  
2010 to Employment  
Agreement dated as  
of November 9,  
2005 and as  
amended on  
October 29,  
2007, November 19,  
2008, and  
10(hh) November 19, 2009  
between Luby's, Inc.  
and Harris J. Pappas  
(filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
April 20, 2010, and  
incorporated herein  
by reference).\*

Amendment No. 5  
dated as of  
September 2, 2010 to  
Employment  
Agreement dated as  
of November 9,  
2005, as amended on  
October 29, 2007,  
November 19, 2008,  
November 19, 2009  
and April 15, 2010,  
10(ii) between Luby's, Inc.  
and Harris J. Pappas  
(filed as Exhibit  
10(jj) to the  
Company's Annual  
Report on Form  
10-K for the fiscal  
year ended August  
31, 2011, and  
incorporated herein  
by reference).\*

Form of Restricted  
Stock Award  
Agreement pursuant  
to the Luby's  
Incentive Stock Plan  
10(jj) (filed as Exhibit 10.1  
to the Company's  
Current Report on  
Form 8-K dated  
November 15, 2007,  
and incorporated  
herein by reference).

Form of Incentive  
Stock Option Award  
Agreement pursuant  
to the Luby's  
Incentive Stock Plan  
10(kk) (filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
November 15, 2007,  
and incorporated  
herein by reference).



11 Statement regarding computation of Per Share Earnings.\*\*

14(a) Policy Guide on Standards of Conduct and Ethics applicable to all employees, as well as the board of directors (filed as Exhibit 14(a) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, and incorporated herein by reference).

14(b) Supplemental Standards of Conduct and Ethics for the Chief Executive Officer, Chief Financial Officer, Controller, and all senior financial officers (filed as Exhibit 14(b) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, and incorporated herein by reference).

21 Subsidiaries of the Company (filed as Exhibit 21 to the Company's Annual Report on Form 10-K for the year ended August 28, 2013, and incorporated herein



by reference).

23.1 Consent of Grant Thornton LLP (filed as Exhibit 23.1 to the Company's Annual Report on Form 10-K for the year ended August 28, 2013, and incorporated herein by reference)..

31.1 Rule 13a-14(a)/15d-14(a) certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Rule 13a-14(a)/15d-14(a) certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Section 1350 certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Section 1350 certification of the Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99(a) Corporate Governance Guidelines of Luby's,

Inc., as amended  
October 28, 2004  
(filed as  
Exhibit 99(a) to the  
Company's Annual  
Report on Form  
10-K for the fiscal  
year ended  
August 29, 2007,  
and incorporated  
herein by reference).

101.INS XBRL Instance  
Document

101.SCH XBRL Schema  
Document

101.CAL XBRL Calculation  
Linkbase Document

101.DEF XBRL Definition  
Linkbase Document

101.LAB XBRL Label  
Linkbase Document

101.PRE XBRL Presentation  
Linkbase Document

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*\*Denotes management contract or compensatory plan or arrangement.*

*Information required to be presented in Exhibit 11 is provided in Note 17 "Earnings Per Share" of the Notes to*

*\*\* Consolidated Financial Statements under Part II, Item 8 of this Form 10-K in accordance with the provisions of FASB Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share.*

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 12, 2013      LUBY’S, INC.

Date                      (Registrant)

By: /s/    CHRISTOPHER J. PAPPAS  
**Christopher J. Pappas**  
**President and Chief Executive Officer**

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature and Title</b>	<b>Date</b>
/S/    GASPER MIR, III Gasper Mir, III, Director and Chairman of the Board	November 12, 2013
/S/    CHRISTOPHER J. PAPPAS Christopher J. Pappas, Director, President and Chief Executive Officer (Principal Executive Officer)	November 12, 2013
/S/    PETER TROPOLI Peter Tropoli, Chief Operating Officer	November 12, 2013
/S/    K. SCOTT GRAY K. Scott Gray, Senior Vice President and Chief Financial Officer, and Principal Accounting Officer (Principal Financial and Accounting Officer)	November 12, 2013
/S/    HARRIS J. PAPPAS Harris J. Pappas, Director	November 12, 2013
/S/    JUDITH B. CRAVEN Judith B. Craven, Director	November 12, 2013
/S/    ARTHUR R. EMERSON	November 12, 2013

Arthur R. Emerson, Director

/S/ JILL GRIFFIN  
Jill Griffin, Director

November 12, 2013

/S/ J.S.B. JENKINS  
J.S.B. Jenkins, Director

November 12, 2013

/S/ FRANK MARKANTONIS  
Frank Markantonis, Director

November 12, 2013

/S/ JOE C. MCKINNEY  
Joe C. McKinney, Director

November 12, 2013

**EXHIBIT INDEX**

Amended and Restated Certificate of Incorporation of Luby's, Inc. (filed as Exhibit 3.1) to the Company's Quarterly Report on Form 10-Q for the quarter ended February 11, 2009, and incorporated herein by reference).

3(a)

Bylaws of Luby's, Inc., as amended through July 9, 2008 (filed as Exhibit 3.1 to the Company's Current Report on Form 8-K dated July 14, 2008, and incorporated herein by reference).

3(b)

4(a) Credit Agreement dated July 13, 2007, among Luby's, Inc., the lenders party thereto, Wells Fargo Bank, National Association, as

Administrative Agent, and Amegy Bank, National Association, as Syndication Agent. (filed as Exhibit 4(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2007, and incorporated herein by reference).

First Amendment to Credit Agreement dated as of March 18, 2009, among the Company, the lenders party thereto, Wells Fargo Bank, National Association, as Administrative

4(b) Agent, and Amegy Bank, National Association, as Syndication Agent (filed as Exhibit 4.1 to the Company's Current Report on Form 8-K for March 18, 2009, and incorporated herein by reference).

4(c) Credit Agreement

dated as of November 9, 2009, among the Company, the lenders party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and Amegy Bank, National Association, as Syndication Agent (filed as Exhibit 4(1) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2009, and incorporated herein by reference).

4(d)First

Amendment to Credit Agreement, dated as of January 31, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as Administrative Agent, and Amegy Bank National Association, as Syndication Agent (filed as Exhibit 4.1 to

the Company's  
Quarterly  
Report on  
Form 10-Q for  
the quarter  
ended February  
10, 2010, and  
incorporated  
herein by  
reference).

Second  
Amendment to  
Credit  
Agreement,  
dated as of  
July 26, 2010,  
among the  
Company, the  
lenders from  
time to time  
party thereto,  
Wells Fargo  
Bank, National  
Association, as  
administrative  
agent, and  
Amegy Bank  
National  
Association, as  
syndication  
agent (filed as  
Exhibit 10.3 to  
the Company's  
Current Report  
on Form 8-K  
dated July 27,  
2010, and  
incorporated  
herein by  
reference).

4(e)  
4(f) Third  
Amendment to  
Credit  
Agreement,  
dated as of  
September 30,  
2010, among  
the Company,  
the lenders



from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 4(f) to the Company's Annual Report on Form 10-K for the fiscal year ended August 25, 2010, and incorporated herein by reference).

4(g) Fourth Amendment to Credit Agreement, dated as of October 30, 2010, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 4(g) to the Company's Annual Report on Form 10-K

for the fiscal year ended August 25, 2010, and incorporated herein by reference).

4(h) Fifth Amendment to Credit Agreement, dated as of August 25, 2011, among the Company, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 25, 2011, and incorporated herein by reference).

4(i) Sixth Amendment to Credit Agreement, dated as of October 20, 2011, among the Company, the lenders

from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent, and Amegy Bank National Association, as syndication agent (filed as Exhibit 4(i) to the Company's Annual Report on Form 10-K for the fiscal year ended August 29, 2012, and incorporated herein by reference).

- Seventh  
Amendment to  
Credit  
Agreement, dated  
as of February 14,  
2013, among the  
Company, the  
lenders from time  
to time party  
thereto, Wells  
Fargo Bank,  
National  
Association, as  
administrative  
4(j) agent, and Amegy  
Bank National  
Association, as  
syndication agent  
(filed as Exhibit  
10.2 to the  
Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 13,  
2013, and  
incorporated  
herein by  
reference.
- 4(k) Credit  
Agreement, dated  
as August 13,  
2013, among the  
Company, the  
lenders from time  
to time party  
thereto, Wells  
Fargo Bank,  
National  
Association, as  
administrative  
agent, and Amegy  
Bank National  
Association, as  
syndication agent.  
(filed as Exhibit  
10.1 to the

Company's  
Current Report on  
Form 8-K dated  
August 19, 2013,  
and incorporated  
herein by  
reference).

4(l) Rights Agreement  
dated January 27,  
2011 between  
Luby's, Inc. and  
American Stock  
Transfer & Trust  
Company, LLC,  
as Rights Agent  
(filed as Exhibit  
4.1 to the  
Company's  
Current Report on  
Form 8-K dated  
February 2, 2011,  
and incorporated  
herein by  
reference).

10(a) Management  
Incentive Stock  
Plan of Luby's  
Cafeterias, Inc.  
(filed as Exhibit  
10(i) to the  
Company's  
Annual Report on  
Form 10-K for  
the fiscal year  
ended August 31,  
1989, and  
incorporated  
herein by  
reference).\*

10(b) Amendment to  
Management  
Incentive Stock  
Plan of Luby's  
Cafeterias, Inc.  
adopted  
January 14, 1997  
(filed as Exhibit  
10(k) to the

Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1997, and  
incorporated  
herein by  
reference).\*

10(c) Nonemployee  
Director Deferred  
Compensation  
Plan of Luby's  
Cafeterias, Inc.  
adopted  
October 27, 1994  
(filed as  
Exhibit 10(g) to  
the Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
November 30,  
1994, and  
incorporated  
herein by  
reference).\*

10(d) Amendment to  
Nonemployee  
Director Deferred  
Compensation  
Plan of Luby's  
Cafeterias, Inc.  
adopted January  
14, 1997 (filed as  
Exhibit 10(m) to  
the Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1997, and  
incorporated  
herein by  
reference).\*

10(e) Amendment to  
Nonemployee  
Director Deferred

Compensation  
Plan of Luby's  
Cafeterias, Inc.  
adopted  
March 19, 1998  
(filed as Exhibit  
10(o) to the  
Company's  
Quarterly Report  
on Form 10-Q for  
the quarter ended  
February 28,  
1998, and  
incorporated  
herein by  
reference).\*

Amended and  
Restated  
Nonemployee  
Director Stock  
Plan of Luby's,  
Inc. adopted  
January 20, 2005,  
as amended  
January 24, 2007,  
as amended  
10(f) April 14, 2008  
(filed as Exhibit  
10(f) to the  
Company's  
Annual Report on  
Form 10-K for  
the fiscal year  
ended August 27,  
2008, and  
incorporated  
herein by  
reference).\*

10(g) Second Amended  
and Restated  
Nonemployee  
Director Stock  
Plan of Luby's,  
Inc. adopted  
January 25, 2013,  
(filed as Exhibit  
10.1 to the  
Company's  
Quarterly Report

on Form 10-Q for the quarter ended February 13, 2013, and incorporated herein by reference).\*

10(h) Luby's Cafeterias, Inc. Supplemental Executive Retirement Plan dated May 30, 1996 (filed as Exhibit 10(j) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 1996, and incorporated herein by reference).\*

10(i) Amendment to Luby's Cafeterias, Inc. Supplemental Executive Retirement Plan adopted January 14, 1997 (filed as Exhibit 10(r) to the Company's Quarterly Report on Form 10-Q for the quarter ended February 28, 1997, and incorporated herein by reference).\*

10(j) Amendment to Luby's Cafeterias, Inc. Supplemental Executive



Retirement Plan  
adopted  
January 9, 1998  
(filed as  
Exhibit 10(u) to  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
quarter ended  
February 28,  
1998, and  
incorporated  
herein by  
reference).\*

10(k) Amendment to  
Luby's  
Cafeterias, Inc.  
Supplemental  
Executive  
Retirement Plan  
adopted  
May 21, 1999  
(filed as  
Exhibit 10(q) to  
the Company's  
Quarterly  
Report on Form  
10-Q for the  
quarter ended  
May 31, 1999,  
and  
incorporated  
herein by  
reference.)\*

10(l) Luby's Incentive  
Stock Plan  
adopted October  
16, 1998 (filed  
as Exhibit  
10(cc) to the  
Company's  
Annual Report  
on Form 10-K  
for the fiscal  
year ended  
August 31,  
1998, and  
incorporated

herein by  
reference).\*

Amended and  
Restated Luby's  
Incentive Stock  
Plan adopted  
January 19,  
2006 (filed as  
Exhibit 10(ee)  
to the  
10(m) Company's  
Quarterly  
Report on Form  
10-Q for the  
quarter ended  
February 15,  
2006, and  
incorporated  
herein by  
reference).\*

Registration Rights Agreement dated March 9, 2001, by and among Luby's, Inc., Christopher J. Pappas, and Harris J. Pappas  
10(n) (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K dated March 9, 2001, and incorporated herein by reference).

Asset Purchase Agreement, dated as of June 23, 2010, by and among Luby's, Inc., Fuddruckers, Inc., Magic Brands, LLC, Atlantic Restaurant Ventures, Inc., R. Wes, Inc.,  
10(o) Fuddruckers of Howard County, LLC and Fuddruckers of White Marsh, LLC (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 29, 2010).

10(p) Amendment to Asset Purchase Agreement, dated as of July 26, 2010, by and among Luby's Fuddruckers Restaurants, LLC, Fuddruckers, Inc., Magic Brands, LLC, Atlantic Restaurant Ventures, Inc., R. Wes, Inc., Fuddruckers of Howard County, LLC

and Fuddruckers of  
White Marsh, LLC  
(incorporated by  
reference to  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
filed on July 27,  
2010).

10(q) Luby's, Inc. Amended  
and Restated  
Nonemployee Director  
Phantom Stock Plan  
effective  
September 28, 2001  
(filed as Exhibit  
10(dd) to the  
Company's Quarterly  
Report on Form 10-Q  
for the quarter ended  
February 13, 2002,  
and incorporated  
herein by reference).\*

10(r) Form of  
Indemnification  
Agreement entered  
into between Luby's,  
Inc. and each member  
of its Board of  
Directors initially  
dated July 23, 2002  
(filed as Exhibit  
10(gg) to the  
Company's Annual  
Report on Form 10-K  
for the fiscal year  
ended August 28,  
2002, and incorporated  
herein by reference).

10(s) Master Sales  
Agreement dated July  
23, 2002, by and  
among Luby's, Inc.,  
Pappas Restaurants,  
L.P., and  
Pappas Restaurants,  
Inc. and Procedure  
adopted by the

Finance and Audit  
Committee of the  
Board of Directors on  
July 23, 2002,  
pursuant to Section 2.3  
of the Master Sales  
Agreement (filed as  
Exhibit 10(ii) to the  
Company's Annual  
Report on Form 10-K  
for the fiscal year  
ended  
August 28, 2002, and  
incorporated herein by  
reference).

10(t) Amended and Restated  
Master Sales  
Agreement effective  
November 16, 2011,  
by and among Luby's,  
Inc.,  
Pappas Restaurants,  
L.P., and Pappas  
Restaurants, Inc. (filed  
as Exhibit 10.1 to the  
Company's Quarterly  
Report on Form 10-Q  
for the quarter ended  
May 9, 2012, and  
incorporated herein by  
reference).

10(u) Amended and Restated  
Master Sales  
Agreement effective  
November 8, 2013, by  
and among Luby's,  
Inc.,  
Pappas Restaurants,  
L.P., and Pappas  
Restaurants, Inc. (filed  
as Exhibit 10(u) to the  
Company's Annual  
Report on Form 10-K  
for the year  
ended August 28,  
2013, and incorporated  
herein by reference).

10(v)

Employment  
Agreement dated  
November 9, 2005,  
between Luby's, Inc.  
and Christopher J.  
Pappas (filed as  
Exhibit 10(y) to the  
Company's Annual  
Report on Form 10-K  
for the fiscal year  
ended August 31,  
2005, and incorporated  
herein by reference).\*

Amendment No. 1  
dated as of October  
29, 2007 to  
Employment  
Agreement dated as of  
March 9, 2001  
between Luby's, Inc.  
10(w) and Christopher J.  
Pappas (filed as  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
dated October 30,  
2007, and incorporated  
herein by reference).\*

Amendment No. 2  
dated as of  
November 19, 2008 to  
Employment  
Agreement dated as of  
November 9, 2005  
between Luby's, Inc.  
10(x) and Christopher J.  
Pappas (filed as  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
dated November 21,  
2008, and incorporated  
herein by reference).\*

10(y) Amendment No. 3  
dated as of  
November 19, 2009  
to Employment

Agreement dated as of November 9, 2005 and as amended on October 29, 2007 and November 19, 2008 between Luby's, Inc. and Christopher J. Pappas (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 25, 2009, and incorporated herein by reference).\*

Amendment No. 4 dated as of April 15, 2010 to Employment Agreement dated as of November 9, 2005 and as amended on October 29, 2007, November 19, 2008, and November 19, 2009 between Luby's, Inc. and Christopher J. Pappas (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 20, 2010, and incorporated herein by reference).\*

10(aa) Amendment No. 5  
dated as of  
September 2, 2010 to  
Employment  
Agreement dated as  
of November 9,  
2005, as amended on  
October 29, 2007,  
November 19, 2008,  
November 19, 2009  
and April 15, 2010,  
between Luby's, Inc.  
and Christopher J.  
Pappas (filed as  
Exhibit 10(cc) to the  
Company's Annual  
Report on Form  
10-K for the fiscal  
year ended August  
31, 2011, and  
incorporated herein  
by reference).\*

10(bb) Amendment No. 6  
dated as of April 20,  
2011 to Employment  
Agreement dated as  
of November 9,  
2005, as amended on  
October 29, 2007,  
November 19, 2008,  
November 19, 2009,  
April 15, 2010 and  
September 2, 2010,  
between Luby's, Inc.  
and Christopher J.  
Pappas (filed as  
Exhibit 10.1 to the  
Company's Current  
Report on Form 8-K  
dated April 26, 2011,  
and incorporated  
herein by  
reference).\*

10(cc) Amendment No. 7  
dated as of August  
28, 2012 to



Employment Agreement dated as of November 9, 2005, as amended on October 29, 2007, November 19, 2008, November 19, 2009, April 15, 2011, September 2, 2010 and April 20, 2011 between Luby's, Inc. and Christopher J. Pappas (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 30, 2012, and incorporated herein by reference).\*

Employment Agreement dated November 9, 2005, between Luby's, Inc. and Harris J. Pappas (filed as Exhibit 10(z) to the 10(dd) Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2005, and incorporated herein by reference).\*

10(ee) Amendment No. 1 dated as of October 29, 2007 to Employment Agreement dated as of March 9, 2001 between Luby's, Inc. and Harris J. Pappas (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated October 30, 2007, and incorporated

herein by  
reference).\*  
Amendment No. 2  
dated as of  
November 19, 2008  
to Employment  
Agreement dated as  
of November 9, 2005  
between Luby's, Inc.  
and Harris J. Pappas  
10(ff) (filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
November 21, 2008,  
and incorporated  
herein by  
reference).\*

Amendment No. 3  
dated as of  
November 19, 2009  
to Employment  
Agreement dated as  
of November 9, 2005  
and as amended on  
October 29, 2007  
and November 19,  
10(gg) 2008 between  
Luby's, Inc. and  
Harris J. Pappas  
(filed as Exhibit 10.2  
to the Company's  
Current Report on  
Form 8-K dated  
November 25, 2009,  
and incorporated  
herein by  
reference).\*

10(hh) Amendment No. 4  
dated as of April 15,  
2010 to Employment  
Agreement dated as  
of November 9,  
2005 and as  
amended on  
October 29,  
2007, November 19,  
2008, and  
November 19, 2009

between Luby's, Inc. and Harris J. Pappas (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 20, 2010, and incorporated herein by reference).\*

10(ii) Amendment No. 5 dated as of September 2, 2010 to Employment Agreement dated as of November 9, 2005, as amended on October 29, 2007, November 19, 2008, November 19, 2009 and April 15, 2010, between Luby's, Inc. and Harris J. Pappas (filed as Exhibit 10(jj) to the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2011, and incorporated herein by reference).\*

10(jj) Form of Restricted Stock Award Agreement pursuant to the Luby's Incentive Stock Plan (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated November 15, 2007, and incorporated herein by reference).

10(kk) Form of Incentive Stock Option Award Agreement pursuant to the Luby's Incentive Stock Plan

(filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 15, 2007, and incorporated herein by reference).

- 11 Statement regarding computation of Per Share Earnings.\*\*
- 14(a) Policy Guide on Standards of Conduct and Ethics applicable to all employees, as well as the board of directors (filed as Exhibit 14(a) to the Company's Annual Report on Form 10-K for the fiscal year ended August 26, 2003, and incorporated herein by reference).
- 14(b) Supplemental Standards of Conduct and Ethics for the Chief Executive Officer, Chief Financial Officer, Controller, and all senior financial officers (filed

as Exhibit  
14(b) to the  
Company's  
Annual Report  
on Form 10-K  
for the fiscal  
year ended  
August 26,  
2003, and  
incorporated  
herein by  
reference).

21 Subsidiaries of the Company (filed as Exhibit 21 to the Company's Annual Report on Form 10-K for the year ended August 28, 2013, and incorporated herein by reference).

23.1 Consent of Grant Thornton LLP (filed as Exhibit 23.1 to the Company's Annual Report on Form 10-K for the year ended August 28, 2013, and incorporated herein by reference).

31.1 Rule 13a-14(a)/15d-14(a) certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Rule 13a-14(a)/15d-14(a) certification of the Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Section 1350 certification of the Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Section 1350  
certification of the  
Principal Financial  
Officer pursuant to  
Section 906 of the  
Sarbanes-Oxley Act  
of 2002.

99(a) Corporate  
Governance  
Guidelines of Luby's,  
Inc., as amended  
October 28, 2004  
(filed as  
Exhibit 99(a) to the  
Company's Annual  
Report on Form  
10-K for the fiscal  
year ended  
August 29, 2007,  
and incorporated  
herein by reference).

101.INS XBRL Instance  
Document

101.SCH XBRL Schema  
Document

101.CAL XBRL Calculation  
Linkbase Document

101.DEF XBRL Definition  
Linkbase Document

101.LAB XBRL Label  
Linkbase Document

101.PRE XBRL Presentation  
Linkbase Document

*\*Denotes management contract or compensatory plan or arrangement.*

*Information required to be presented in Exhibit 11 is provided in Note 17 "Earnings Per Share" of the Notes to Consolidated Financial Statements under Part II, Item 8 of this Form 10-K in accordance with the provisions of FASB Statement of Financial Accounting Standards (SFAS) No. 128, Earnings per Share.*