

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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

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:

Title of Each Class	Name of Each Exchange on which registered
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)

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.

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).

4(e) 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(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).

80

- 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(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).*

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 10(bb) 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

**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.

Signature and Title	Date
/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
- 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
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.