UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 4, 2026**

LIFECORE BIOMEDICAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	**000-27446**	**94-3025618**
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS Employer Identification No.)

3515 Lyman Boulevard **Chaska, Minnesota**	**55318**
(Address of principal executive offices)	(Zip Code)

(952) 368-4300
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common stock, par value $0.001 per share	**LFCR**	**The NASDAQ Global Select Market**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

As previously disclosed, on September 27, 2026, Lifecore Biomedical, Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Lifecore Inc. ("Parent") and Hazel Merger Sub, Inc. ("Merger Sub") providing for the merger of Merger Sub with and into the Company (the "Merger"), with the Company surviving as a wholly owned subsidiary of Parent.

The closing of the Merger is conditioned on, among other things, the expiration or early termination of the statutory waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act").

On November 4, 2026, the Department of Justice and the Federal Trade Commission granted early termination of the waiting period under the HSR Act effective as of November 4, 2026, satisfying the HSR Act condition to the closing of the Merger. The Merger remains subject to the remaining closing conditions and approvals, including the adoption of the Merger Agreement by Company stockholders at a special meeting.

Caution Regarding Forward-Looking Statements

Any statements in this Current Report on Form 8-K regarding the Company's future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can often, but not always, be identified by the use of words like "believe", "continue", "pattern", "plan", "forecast," "estimate", "project", "intend", "anticipate", "expect" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "might", "can", "may", or similar expressions. These forward-looking statements include, but are not limited to, statements relating to the expected timing of the Merger, closing conditions relating to the Merger, and expectations, goals, projections and benefits relating to the Merger, as well as other statements regarding Lifecore's goals, intentions and expectations, business plan and growth strategies, and the anticipated future performance of Lifecore, whether with respect to the Merger or otherwise.

Forward-looking statements are not historical facts but instead express only the Company's management's beliefs regarding future results or events, many of which, by their nature, are inherently uncertain and outside of management's control. Actual results and outcomes may differ, possibly materially, from the anticipated results or outcomes indicated in these forward-looking statements because of risks and uncertainties, including, but not limited to: (1) the proposed Merger may not be completed in a timely manner or at all, which may adversely affect the Company's business and the price of its common stock; (2) the failure to satisfy any of the conditions to the consummation of the transaction; (3) the failure to obtain stockholder approval of the Merger; (4) the occurrence of any fact, event, change, development or circumstance that could give rise to the termination of the Merger Agreement, including in circumstances requiring Lifecore to pay a termination fee; (5) the risk that the Company's rights under the Merger Agreement to pursue or consider a "Superior Proposal" will not result in a "Superior Proposal"; (6) the value to stockholders from the contingent value rights (CVRs) that Lifecore will distribute to its stockholders is uncertain and the holders of the CVRs may receive less-than-anticipated payments (or no payments) with respect to the CVRs after the closing of the proposed Merger; (7) the proposed Merger and its announcement could have an adverse effect on the ability of Lifecore to retain and hire key personnel and to maintain relationships with customers, vendors, partners, employees, stockholders and other business relationships and on its operating results and business generally; (8) risks related to the diversion of management's attention from the Company's ongoing business operations; (9) unexpected costs, charges or expenses resulting from the proposed Merger; (10) potential litigation relating to the proposed Merger that could be instituted against the parties to the Merger Agreement or their respective directors, managers or officers, including the effects of any outcomes related thereto; (11) certain restrictions during the pendency of the proposed Merger that may impact the Company's ability to make changes in its business, pursue certain business opportunities or strategic transactions; (12) uncertainties pertaining to other business effects, including the effects of industry, market, economic, political or regulatory conditions, future interest rates and changes in tax and other laws, regulations, rates and policies, and (13) the effect of the announcement or pendency of the Merger on the Company's business, operating results and relationships with collaborators, vendors, competitors and others. Please refer to the Company's annual report to stockholders, which is the Transition Report on Form 10-KT for the transition period from May 26, 2025 to December 31, 2025, filed with the Securities and Exchange Commission ("SEC") on March 16, 2026, as well as the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2026, filed with the SEC on November 4, 2026, and the Company's other filings with the SEC, for a more detailed discussion of risks, uncertainties and factors that could cause actual results to differ from those discussed in the forward-looking statements. Forward-looking statements speak only as of the date they are made. All subsequent written and oral forward-looking statements concerning the proposed Merger or other matters attributable to the Company or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. Except as required by law, the Company does not undertake any obligation to update any forward-looking information contained in this Current Report on Form 8-K, whether as a result of new information, future events, or otherwise.

Additional Information and Where to Find It

In accordance with the Merger Agreement, the Company has filed a preliminary proxy statement with the SEC in connection with the special meeting of stockholders of the Company. The Company also intends to file a definitive proxy statement with the SEC for the special meeting of stockholders of the Company.

The Company urges investors and securityholders to read the proxy statement and other relevant documents filed or to be filed with the SEC carefully as they become available, as well as any amendments or supplements to these documents, because they will contain important information.

Investors and securityholders will be able to obtain a free copy of the proxy statement and other related documents (when available) filed by the Company with the SEC at the website maintained by the SEC at www.sec.gov. Investors and securityholders also will be able to obtain a free copy of the proxy statement and other documents (when available) filed by the Company with the SEC by accessing the investor relations section of the Company's website at https://ir.lifecore.com or by calling (952) 368-4300. The contents of the websites referenced above are not deemed to be incorporated by reference into the proxy statement, this Current Report on Form 8-K or any other document that the Company files with or furnishes to the SEC.

Participants in the Solicitation

This Current Report on Form 8-K does not constitute a solicitation of proxy, an offer to sell or a solicitation of an offer to sell any securities. The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed Merger.

Information regarding the directors and executive officers of the Company, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth (1) in the Company's definitive proxy statement for its 2026 Annual Meeting of Stockholders, including under the headings "Proposal No. 1: Election of Directors," "Corporate Governance and Board Matters – Executive Officers of the Company," "Compensation Discussion and Analysis," "Executive Compensation and Related Information," "Stock Ownership of Certain Beneficial Owners and Management" and "Certain Relationships and Related Party Transactions," which was filed with the SEC on April 24, 2026, and (2) to the extent holdings of the Company's securities by its directors or executive officers have changed since the amounts set forth in the Company's definitive proxy statement for its 2026 Annual Meeting of Stockholders, such changes have been or will be reflected on Initial Statement of Beneficial Ownership of Securities on Form 3, Statement of Changes in Beneficial Ownership on Form 4, or Annual Statement of Changes in Beneficial Ownership on Form 5 filed with the SEC. These documents can be obtained free of charge in the manner described above under "Additional Information and Where to Find It."

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 5, 2026

LIFECORE BIOMEDICAL, INC.

By: /s/ Ryan D. Lake

Ryan D. Lake

Chief Financial Officer