

**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): **May 16, 2024**

LIFECORE BIOMEDICAL, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-27446 (Commission file number)	94-3025618 (IRS Employer Identification No.)
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3515 Lyman Boulevard Chaska, Minnesota (Address of principal executive offices)	55318 (Zip Code)
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(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	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 7.01 Regulation FD.

On May 16, 2024, Lifecore Biomedical, Inc. (the “Company”) issued a press release related to the Company’s recently announced incremental liquidity initiatives, which is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1 incorporated herein by reference, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events.

On May 15, 2024, the Company, as the sole stockholder of Curation, and Curation, as the sole stockholder of each of Camden Fruit Corp. (“Camden”) and Greenline Logistics, Inc. (“Greenline” and, together with Curation and Camden, the “Assignors”), and the board of directors and shareholders of each of the Assignors, determined that it is in the best interests of each of the Assignors and their respective stakeholders, as applicable, to effect a transfer and assignment of substantially all of each of the Assignors assets to SG Service Co., LLC (the “Assignee”) for liquidation and distribution to the creditors of each of the Assignors (the “Assignment”). The Assignment will be effectuated pursuant to that certain General Assignment, by and among the Assignors and the Assignee, and related documentation, pursuant to which all of the Assignors’ currently existing right, title, and interest in all real or personal property and all other assets, whatsoever and wheresoever situated will be assigned, granted, conveyed and transferred to the Assignee, in trust. The Assignee will then liquidate the assets for the general benefit of the Assignors’ respective creditors according to their respective priorities at law to satisfy the Assignors’ obligations. Upon the completion of the Assignment, the Assignee will have sole control over the Assignors’ assets and the Assignors will no longer control the liquidation or distribution of their assets or the resolution of any creditor claims.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 16, 2024.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K includes information that constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Words such as “anticipate”, “estimate”, “expect”, “project”, “plan”, “intend”, “believe”, “may”, “might”, “will”, “should”, “can have”, “likely” and similar expressions are used to identify forward-looking statements. These forward-looking statements are based on the Company’s current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to the Company. By their nature, forward-looking statements address matters that are subject to risks and uncertainties. A variety of factors could cause actual events and results to differ materially from those expressed in or contemplated by the forward-looking statements. These factors include, without limitation, the Company’s ability to effectuate the Assignment on the contemplated terms, or at all, any claims or proceedings that may arise that may interfere with the Assignment, the Company ability to operate its business consistent with its business plan, and potential future changes in strategy or economic factors, among others. For additional information about factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to the Company’s filings with the Securities and Exchange Commission, including the risk factors contained in its most recent Annual Report on Form 10-K and the Company’s other subsequent filings with the SEC. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by applicable laws.

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: May 16, 2024

LIFECORE BIOMEDICAL, INC.

By: /s/ John D. Morberg

John D. Morberg

Executive Vice President and Chief Financial Officer

Lifecore Biomedical Completes Incremental Liquidity Initiatives

Recent Initiatives Provide Approximately \$8 Million of Non-Dilutive, Incremental Liquidity through Various Amendments with Lenders

CHASKA, Minn., May 16, 2024 (GLOBE NEWSWIRE) -- Lifecore Biomedical, Inc. (NASDAQ: LFCR) (“Lifecore” or the “Company”), a fully integrated contract development and manufacturing organization (“CDMO”), announced certain incremental liquidity measures and housekeeping matters related to divested businesses through a series of 8-K filings over the past week.

James G. Hall, President and Chief Executive Officer of Lifecore, commented, “We believe these incremental liquidity improvements will provide Lifecore with additional financial resources to continue to achieve its business objectives. During fiscal year 2024, and with the approximately \$8 million of incremental liquidity improvements recently announced, we have now added up to approximately \$18.5 million in non-dilutive incremental liquidity. We are excited about working with our new independent auditor, BDO, as we seek to get current on our public filings as promptly as possible, and successfully closing out our fiscal year at the end of May.”

Lender Updates

On May 2, 2024, the Company entered into an amendment related to its contract manufacturing agreement with its term lender and customer, in which the lender made a prepayment in the amount of \$5.5 million in cash as an advance on future purchases. Under the terms, the lender is entitled to apply the prepayment towards invoices issued by the Company within the scope of the agreement during calendar year 2026.

On May 10, 2024, the Company also entered into the Seventh Amendment to the ABL Loan Agreement with its ABL lender to execute a “first-in, last-out” tranche of revolving loans under the ABL Loan Agreement (the “FILO Amendment”). While not increasing the overall revolver commitment of \$40 million, the FILO Amendment provides for up to approximately \$2.5 million of incremental revolving loan capacity to the Company, subject to a variable cap, without changing the collateral. In connection with the FILO Amendment, the margin rate applicable to the borrowings pursuant to the FILO Amendment was increased to SOFR plus 4.25%, which is expected to increase annual cash interest expense by approximately \$44,000 assuming \$2.5 million in FILO tranche borrowings thereunder. The maximum capacity of permitted borrowings pursuant to the FILO Amendment will be reduced on a monthly basis commencing October 1, 2025.

Subsidiary Assignment for the Benefit of Creditors

On May 15, 2024, the Company entered into an assignment for the benefits of creditors related to the remaining assets and liabilities of its wholly owned subsidiary, Curation Foods, Inc. to facilitate the finalization of the winding down of that entity. Pursuant to the terms of the assignment, the assignee will seek to monetize any remaining assets of Curation Foods, Inc., and settle any remaining liabilities of that entity.

Liquidity Update

As of April 21, 2024, the end of the Company’s period 11 fiscal month, the Company’s total term and ABL revolver debt (excluding debt discount and issuance costs) and cash was \$178.9 million and \$3.0 million, respectively, compared to the previously reported \$180.7 million and \$3.2 million, respectively, for the fiscal 2024 third quarter ended February 25, 2024. Giving effect to the incremental liquidity increases announced today, on a pro forma basis, total debt and cash as of April 21, 2024 would have been \$178.9 million and \$11.0 million, respectively.

Incentive Plan Amendment

On May 1, 2024, the Compensation Committee and the Board approved an amendment to the Company’s 2024 Annual Incentive Plan as it relates to James G. Hall and John D. Morberg, the Company’s executive officers. Under the terms of the amendment, any cash incentive amount that would have been earned by Mr. Hall and Mr. Morberg under the 2024 Annual Incentive Plan will be paid in fully vested, unrestricted shares of common stock of the Company.

About Lifecore Biomedical

Lifecore Biomedical, Inc. is a fully integrated contract development and manufacturing organization (CDMO) that offers highly differentiated capabilities in the development, fill and finish of complex sterile injectable pharmaceutical products in syringes and vials. As a leading manufacturer of premium, injectable grade Hyaluronic Acid, Lifecore brings more than 40 years of expertise as a partner for global and emerging biopharmaceutical and biotechnology companies across multiple therapeutic categories to bring their innovations to market. For more information about the Company, visit Lifecore’s website at www.lifecore.com.

Important Cautions Regarding Forward-Looking Statements

This press release contains forward-looking statements regarding future events and our future results that are subject to the safe harbor created under the Private Securities Litigation Reform Act of 1995 and other safe harbors under the Securities Act of 1933 and the Securities Exchange Act of 1934. Words such as “anticipate”, “estimate”, “expect”, “project”, “plan”, “intend”, “believe”, “may”, “might”, “will”, “should”, “can have”, “likely” and similar expressions are used to identify forward-looking statements. In addition, all statements regarding our preliminary estimates of historical financial data for the Historical Periods, current operating and financial expectations in light of historical results, anticipated capacity and utilization, anticipated liquidity, and anticipated future customer relationships usage are forward-looking statements. All forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially, including such factors among others, as the Company’s results from operations and ability to maintain its borrowing capacity, the competition of the Company’s financial closing procedures, the Company’s ability to successfully enact its business strategies, including with respect to installation, capacity generation and its ability to attract demand for its services, the Company’s ability to become current with its reports with the Securities and Exchange Commission (the “SEC”), and the timing thereof, the Company’s ability to regain compliance with applicable listing standards under Nasdaq, and its ability expand its relationship with its existing customers or attract new customers, the impact of inflation on the Company’s business and financial condition, indications of a change in the market cycles in the CDMO market; changes in business conditions and general economic conditions both domestically and globally including rising interest rates and fluctuation in foreign currency exchange rates, access to capital; and other risk factors set forth from time to time in the Company’s SEC filings, including, but not limited to, the Annual Report on Form 10-K for the year ended May 28, 2023 (the “2023 10-K”). For additional information about factors that could cause actual results to differ materially from those described in the forward-looking statements, please refer to our filings with the Securities and Exchange Commission, including the risk factors contained in the 2023

10-K. Forward-looking statements represent management's current expectations as of the date hereof and are inherently uncertain. Except as required by law, we do not undertake any obligation to update forward-looking statements made by us to reflect subsequent events or circumstances.

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