

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 21, 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.)

3515 Lyman Boulevard
Chaska, Minnesota
(Address of principal executive offices)

55318
(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
Common Stock

Trading Symbol
LFCR

Name of each exchange on which registered
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 Disclosure.

On November 21, 2024, Lifecore Biomedical, Inc. (the "Company") made available certain investor presentation materials (the "Investor Presentation"). A copy of the Investor Presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 7.01.

The information furnished in this Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 attached hereto) shall not be deemed "filed" for purposes of Section 18 of the Exchange Act and shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Lifecore Biomedical, Inc. Investor Presentation dated November 21, 2024.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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 21, 2024

LIFECORE BIOMEDICAL, INC.

By: /s/ Ryan D. Lake

Ryan D. Lake
Chief Financial Officer



**A New Era:
Building Momentum for
Sustainable Growth**

Investor Day

November 21, 2024

Important Information Regarding Forward-Looking Statements

This presentation includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements, among other things, relate to the Company's growth drivers and expected levels of our organic growth; the impact of our investment in development and commercial initiatives; financial guidance, including timing of revenues and EBITDA; our ability to manage costs and to achieve our financial goals; our ability to operate under lending covenants; our ability to maintain sufficient liquidity to operate the business; our ability to pay our debt under our credit agreement and to maintain relationships with CDMO commercial partners and develop additional commercial and development partnerships. The words "anticipate", "believe", "could", "goal", "objective", "estimate", "upcoming", "expect", "intend", "may", "might", "plan", "predict", "project", "will", "should", "can have", likely and similar terms and phrases may be used to identify forward-looking statements in this presentation. The forward-looking statements in this presentation are only predictions.

Our operations involve risks and uncertainties, many of which are outside our control, and any one of which, or a combination of which, could materially affect our results of operations and whether the forward-looking statements ultimately prove to be correct. Factors that could cause the company's actual outcomes to differ materially from those expressed in or underlying these forward-looking statements include, but are not limited to, unstable market and macroeconomic conditions, including any adverse impact on the customer ordering patterns or inventory rebalancing or disruption in raw materials or supply chain; demand for the company's services, which depends in part on customers' research and development funding, their clinical plans and the market success of their products; customers' changing inventory requirements and manufacturing plans; customers and prospective customers decisions to move forward with the company's manufacturing services; the average profitability, or mix, of the products the company manufactures; the company's ability to enhance existing or introduce new services in a timely manner; fluctuations in the costs, availability, and suitability of the components of the products the company manufactures, including active pharmaceutical ingredients, excipients, purchased components and raw materials, or the company's customers facing increasing or new competition; 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 remain current with its reports with the Securities and Exchange Commission (the "SEC"); the Company's ability to collect on customers' receivable balances; the extent to which health epidemics and other outbreaks of communicable diseases could disrupt our operations; and other risks and uncertainties discussed in our filings with the Securities and Exchange Commission at www.sec.gov. These forward-looking statements are based on information currently available to us, and we assume no obligation to update any forward-looking statements except as required by applicable law.

Any historical or projected financial information contained in this presentation are not intended to be indicative of future financial results. The events and circumstances reflected in these forward-looking statements, may not be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. Undue reliance should not be placed on the forward-looking statements. Moreover, we operate in a dynamic industry and economy. New risk factors could emerge from time to time, and it is not possible for our management to predict all uncertainties that the Company may face.



Non-GAAP Financial Measures

This presentation contains non-GAAP financial information including Adjusted EBITDA. The Company has included a reconciliation of Adjusted EBITDA to Net (loss) income, the most directly comparable financial measure calculated in accordance with GAAP. We define Adjusted EBITDA Net (loss) income as determined under GAAP excluding (i) interest expense, net of interest income, (ii) provision for income tax expense (benefit), (iii) depreciation and amortization, (iv) stock-based compensation, (v) change in fair value derivatives, (vi) financing fees (non-interest), (vii) reorganization costs, (viii) restructuring costs, (ix) franchise tax equivalent to income tax, (x) contract cancellations, (xi) stockholder activist settlement costs, and (xii) start-up costs.

The Company has disclosed these non-GAAP financial measures to supplement its consolidated financial statements presented in accordance with GAAP. These non-GAAP financial measures exclude/include certain items that are included in the Company's results reported in accordance with GAAP. Management believes these non-GAAP financial measures provide useful additional information to investors about trends in the Company's operations and are useful for period-over-period comparisons. These non-GAAP financial measures should not be considered in isolation or as a substitute for the comparable GAAP measures. In addition, these non-GAAP financial measures may not be the same as similar measures provided by other companies due to the potential differences in methods of calculation and items being excluded/included. These non-GAAP financial measures should be read in conjunction with the Company's consolidated financial statements presented in accordance with GAAP.



Investor Day Key Takeaways

CDMO industry leader in complex injectables with broad capabilities that support large and growing markets

Actionable strategy to drive strong growth of a 12%+ revenue CAGR and adj. EBITDA margins of 25%+ in mid-term

A proven and experienced team dedicated to execution and creating value for customers, employees, and shareholders

Current projected capacity to support ~ \$300 million in annual revenue



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Our Journey: Transformation to Standalone CDMO

THEN:

Low-Margin Commodity
Agricultural Businesses

EAT
SMART

OLIVE OIL
& VINEGAR

Windset
FARMS

YUCATAN
Guacamole

CAJO FRESH

Curation
FOODS

BreatheWay®

+

Lifecore
BIOMEDICAL

Lifecore®
BIOMEDICAL



Lifecore
BIOMEDICAL

Our Journey: Transformation to Standalone CDMO

NOW:



Best-in-class technical capabilities

Strengthened financial position

Doubled revenue-generating capacity

Enhanced business development resources & strategy

Nasdaq / regulatory compliance

Leadership transition complete



Experienced Management Team with Proven Ability to Execute

Paul Josephs
President &
Chief Executive Officer



Joined: 2024
30+ years experience

- President & Chief Executive Officer at Woodstock Sterile Solutions
- Head of CDMO-Global Business Development at Viartis (formerly Mylan)

Ryan Lake
Chief Financial Officer



Joined: 2024
24+ years experience

- Extensive senior financial and strategic life sciences leadership experience
- Chief Financial Officer of Societal CDMO, Recro Pharma, Baudax Bio, Aspire Bariatrics, DSM Biomedical, Kensey Nash

Thomas Guldager
VP of Operations



Joined: 2024
20+ years experience

- Senior executive, manufacturing and site leader at Xellia Pharmaceuticals

Jackie Klecker
EVP Quality and
Development Services



Joined: 2001
30+ years experience

- Served in various roles at Lifecore surrounding Quality Assurance and Regulatory Affairs

Darren Hieber
SVP of Corporate
Development & Partnerships



Joined: 2021
20+ years experience

- VP of Business Development, Drug Product at Catalent

Brikkelle Thompson
SVP of Human Resources



Joined: 2024
24+ years experience

- Head of Human Resources - the Americas at Teleflex
- VP of Human Resources at Nonin Medical



Lifecore at a Glance

Fully integrated
CDMO offering
development and
fill/finish of
sterile injectable
pharmaceuticals

Approx.

450
Employees

Inclusive, Performance-
Driven Culture

Corporate
Headquarters



Projected Revenues* (FY2025E)

\$126.5M - \$130M

Projected Adj. EBITDA* (FY2025E)

\$19M - \$21M

- Founded in 1965
- Leader in Sodium Hyaluronate (HA)
- Global Regulatory Capabilities



* See disclaimers on slides 2 & 3, and non-GAAP reconciliations on slide 37



Campus Overview

248,000 sqft

State-of-the-art facilities,
within 2 square miles

~450 Employees

Site 1 – HQ (Lyman Blvd.)

150,000 sqft



Manufacturing Operations

- Sodium hyaluronate manufacturing (fermentation)
- Drug and medical device formulation and filling
- Secondary packaging
- Microbiology and analytical quality control laboratories
- Warehousing: 6,400 sqft CRT; 1,500 sqft cooler
- Distribution

Contract Development

- Pilot laboratory

Site 2 (Lakeview Drive)

78,000 sqft



Manufacturing Operations

- Final packaging
- Warehousing: 16,400 sqft CRT; 4,000 sqft cooler
- Distribution
- Quality control laboratory
- Particulate lab

Contract Development

- Analytical development laboratory

Site 3 (Shelby Court)

20,000 sqft



Manufacturing Operations

- Receipt, inspection, & warehousing of raw materials and components
- 10,000 ft² CRT; 1,795 sqft cooler





Our Mission

As a trusted partner to our customers and the patients they serve, we are dedicated to improving healthcare outcomes through the highest standards of quality and service.

We provide innovative, value-added solutions for sterile development and manufacturing, driven by our talented team.

Our Commitment



Shareholders

Deliver a strong financial track record and generate sustainable value over time



Customers

Be a value-added partner that provides the “hands” and the “brain” and delivers high-quality solutions to our customers development and manufacturing needs



Employees

Be a fantastic, inclusive, performance-driven organization that lives its core values daily



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We Serve Large and Growing Markets with Strong Tailwinds

Global CDMO

\$120B

Market¹

+8% CAGR

Hyaluronic Acid

\$9.8B

Market²

+7% CAGR

Global Injectable CDMO

\$10B

Market¹

+10% CAGR

GLP-1

\$47B

Market³

Expected to Increase 10X

**Biosecure
Act**

50%+

of annual US drug
approvals are
injectables⁴



1. Jefferies September 2024 PBDA - 8th Annual Meeting Uncovering Life Sciences Investment Trends / J. Miller October 2024 - Outsourcing Includes drug product (finished dose form), drug substance (active pharmaceutical ingredients (API))
2. Global Market Insights March 2024 - Hyaluronic Acid Market Size & Share - Trends Reports, 2024-2032
3. Markets and Markets July 2024 - GLP-1 Analogues Market Size, Share & Trends 2032
4. William Blair Equity Research August 2024 - Percent of FDA Approvals for 2023 and YTD as of July 31, 2024

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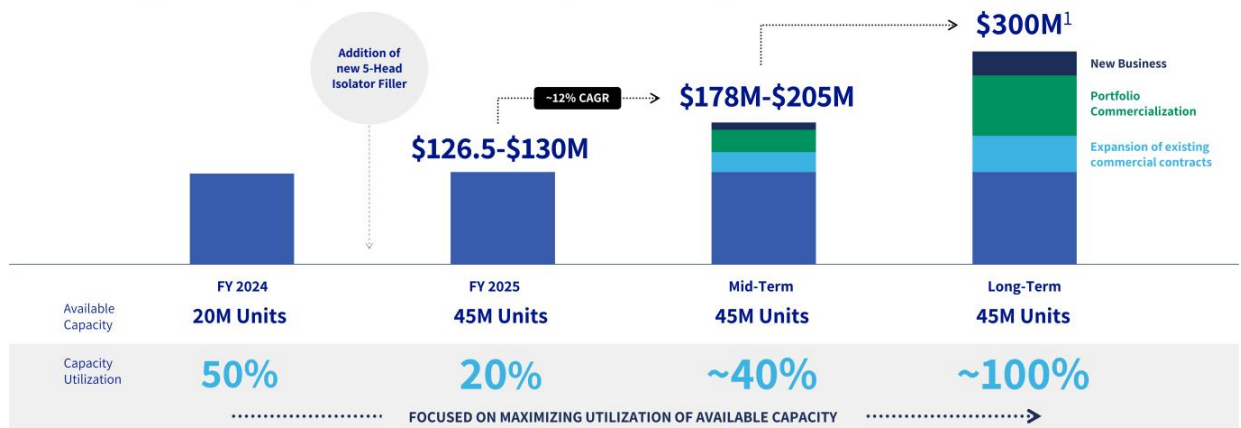
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Executing Three-Pronged Growth Strategy



Mid-Term and Long-Term Revenue Outlook

Revenue growth driven by maximization of existing customer base, portfolio commercialization, and new business



For illustrative purposes only, timing, estimates, assumptions and the actual growth of revenue and capacity utilization may vary significantly, and we may not be able to achieve our anticipated financial goals. The information provided is illustrative only; the growth cycle may not be achieved and there is continued uncertainty relating to any guidance contained herein. There can be no assurance that such results will occur or that such results may be materially different from actual results.

1. Based on estimates derived from internal testing and historical capacity data. There can be no assurance that such results will occur or that such results will be materially different from actual results.



Expanding Existing Customer Relationships

Know our customers

Establish trust and reliability

Establish Lifecore as a partner-of-choice for the future CDMO needs of existing customers

Anticipate customers' growing needs

Efficient onboarding of new programs

Consistent engagement

Focus on commercial excellence

Maintain/increase margin profile

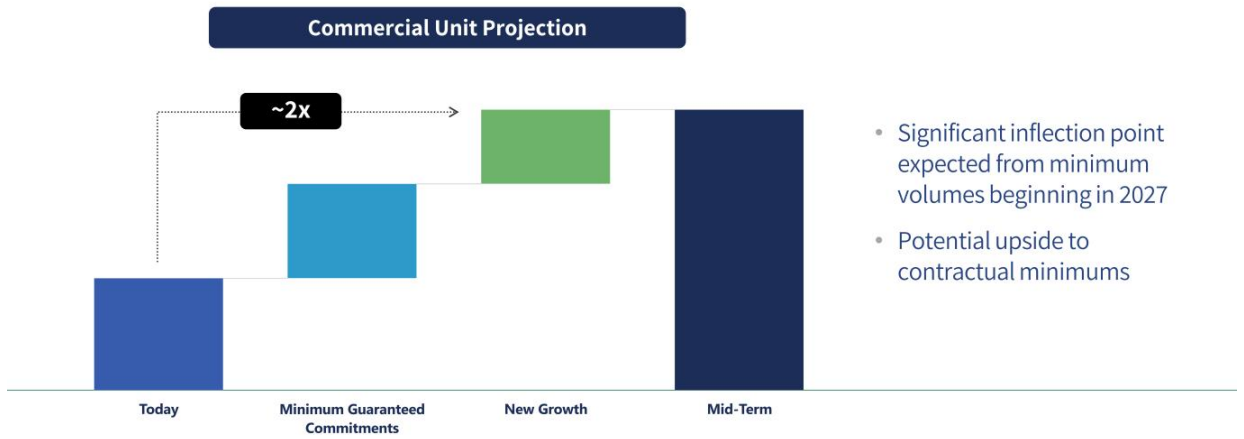
Lifecore prides itself on building long-term relationships, with multiple customer relationships ranging from

20 yrs to nearly **40 yrs**¹



1. As of Q1FY25

Fill & Finish: Pathway to Doubling Commercial Demand



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HA Fermentation: Strong & Steady Demand

Lifecore manufactures >20 commercially approved HA injectable products

LIFECORE'S PREMIUM SODIUM
HYALURONATE:

More than
150 million¹
doses sold worldwide

Proven Applications Worldwide:

- Ophthalmology
- Orthopedics
- Drug delivery
- Biomaterials
- Aesthetics
- Oncology
- Pain management



1. As of September 2024



Strong, Diverse Pipeline

Total Pipeline Represents

\$100M - \$200M¹

in Incremental Commercial Revenue Potential

Active
Projects²



- Impactful commercial revenue potential over the mid-term
- Strong development project pipeline: vials, syringes, cartridges
- Diversification across broad customer base



1. Assumes full realization of management's estimates for annual commercial revenue potential from pipeline projects at peak sales. Information presented is not risk and probability adjusted and the actual revenue realization may vary significantly. This does not assume new customer additions or attrition. There can be no assurance that such results will occur or that such results will be materially different from actual results.

2. Projects are defined as individual drugs or devices for which Lifecore provides manufacturing services; as of 09/24

Late-Stage Development Portfolio: Impactful Revenue Potential¹



*Large Pharma company retains commercial rights to product

1. Assumes full realization of management's estimates for annual commercial revenue potential from pipeline projects as of Sept. 2024 at peak sales (not risk-adjusted). Information presented is not risk and probability-adjusted, and the actual revenue realization may vary significantly. There can be no assurance that such results will occur and that such results will be materially different from actual results.



Attracting New High-Value Business

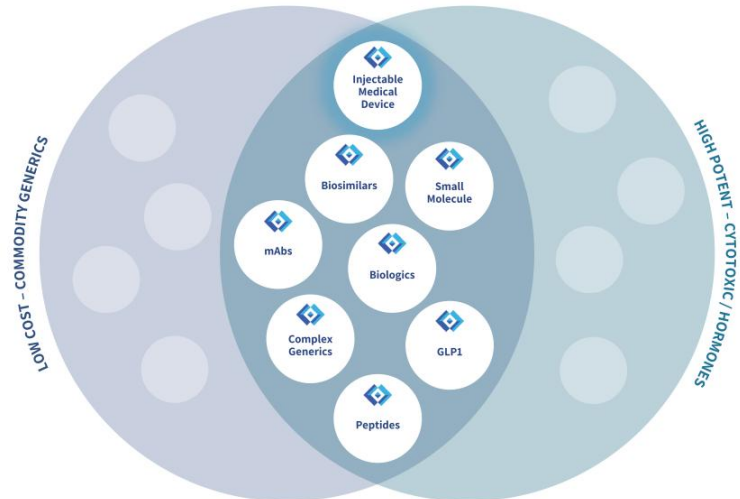
**Strategically
expand target
market**

**Installation of
5-head filler**

**Expanding
business
development &
brand
awareness**

Strategically Expand Target Markets

- Expanding beyond high-viscosity legacy
- Attractive therapeutic areas
- NCEs in Phase 2, Phase 3
- Unique, injectable delivery systems
- Ophthalmic and orthopedic medical devices
- Commercial site transfers



Expanded Targets Lead to Growing Pipeline

Prospective Opportunities

In process of being qualified

- Inform & educate on Lifecore capabilities -



Active Opportunities

Within our capabilities
with an identified
close date

- Strong, diverse and growing universe of 50+ potential future business opportunities¹
- Mix of both large and specialty pharma
- Subset of opportunities are HA-related, representing a broadening of our pipeline
- Significant number of late-stage development or commercial site transfer programs



1. As of Sept. 2024

New Technology Opens Door to New Business

State-of-the-Art, 5-Head Isolator Filler

- Full isolator technology, state-of-the-art containment
- Significantly expanded available capacity
- Broad capability: vials, syringes & cartridges
- Strengthens compliance



* Based on estimates derived from internal testing and historical capacity data. There can be no assurance that such results will occur or that such results will be materially different from actual results.

Expanding Business Development & Brand Awareness

- Team approach to business development
- Adding proven talent
- Expanded visibility at industry events
- Enhanced marketing strategy: SEO, content, social media

Customer / Prospects



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Reduced Operational Expenses

Performance-Driven Culture

Commitment to Quality



Reduced Operational Expenses

Working to drive operational efficiency and make OpEx a progressively smaller percentage of revenue:

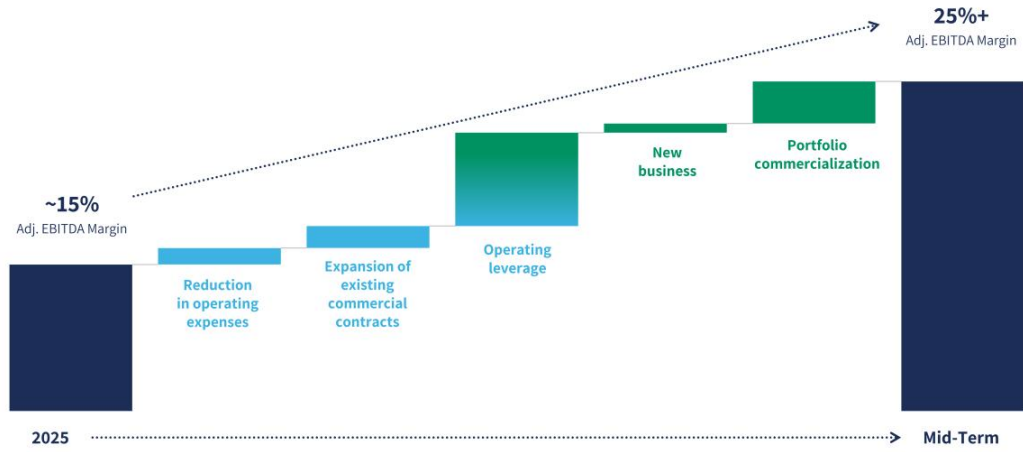
- Cost-conscious practices
- Optimize key processes
- Eliminate low-value activities
- Leverage technology
- Culture of continuous improvement



Build long-term efficiencies aligned with growth that leads to improved profitability



Efficiency and Revenue Growth Drive Margin Improvement

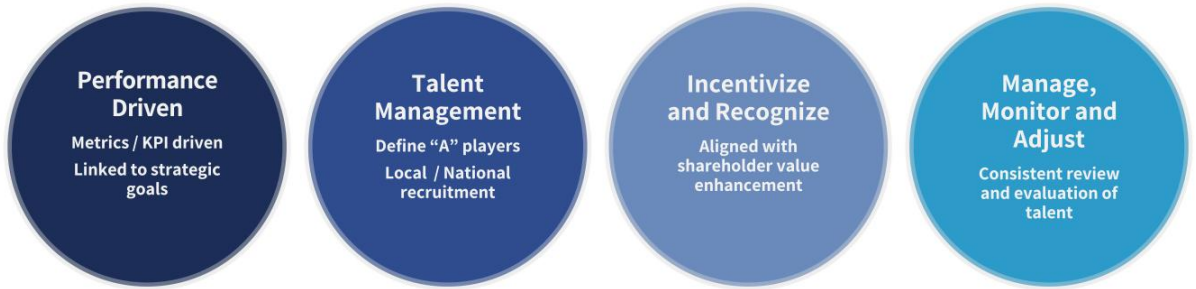


For illustrative purposes only, timing, estimates, assumptions and the actual growth of adjusted EBITDA may vary significantly; we may not be able to manage our costs and achieve our anticipated financial goals. The information provided is illustrative only, the growth cycle may not be achieved and there is continued uncertainty relating to any guidance contained herein. There can be no assurance that such results will occur or that such results may be materially different from actual results.



Performance-Driven Culture

Commitment to a high-performance culture driven by exceptional talent



Commitment to Quality

Lifecore provides the highest quality pharmaceutical products and services to our customers and their patients.

Effective

Effective and comprehensive Quality Management System

Partner

Strong partnerships built on trust, transparency, and collaboration

Innovate

Embracing innovation in our processes to strive for state-of-the-art systems

Compliant

Domestic and international



40+ Years of Strong Track Record with Global Regulatory Bodies



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Reconciliation of Non-GAAP Financial Measures

(in thousands)	Fiscal Year Ending		Fiscal Year Ended
	May 25, 2025	(estimate)	May 26, 2024
Net Loss (GAAP)	\$ (25,900)	\$ (23,900)	\$ 9,331
Interest expense, net	20,900		18,090
Provision for income tax (benefit) expense	—		183
Depreciation and amortization on property, plant, and equipment	8,600		7,954
Stock-based compensation	9,700		6,201
Change in fair value of debt derivatives	(4,800)		(39,500)
Financing fees (non-interest)	400		3,513
Reorganization costs (a)	7,100		9,796
Restructuring costs (a)	1,300		1,656
Franchise tax equivalent to income tax	200		272
Contract cancellation and other costs	—		567
Stockholder activist settlement (a)	1,500		459
Start-up costs	—		1,684
Adjusted EBITDA	\$ 19,000	\$ 21,000	\$ 20,206

To supplement the company's financial results determined by U.S. generally accepted accounting principles ("GAAP"), the company has disclosed in the table below the following non-GAAP information about Adjusted EBITDA.¹

Adjusted EBITDA is net (loss) income as determined under GAAP excluding (i) interest expense, net of interest income, (ii) provision for income tax expense (benefit), (iii) depreciation and amortization, (iv) stock-based compensation, (v) change in fair value derivatives, (vi) financing fees (non-interest), (vii) reorganization costs, (viii) restructuring costs, (ix) franchise tax equivalent to income tax, (x) contract cancellations, (xi) stockholder activist settlement costs, and (xii) start-up costs.

The company believes that non-GAAP financial measures, such as Adjusted EBITDA, are helpful in understanding its business as it is useful to investors in allowing for greater transparency of supplementation information used by management. Adjusted EBITDA is used by investors, as well as management in assessing the company's performance. Non-GAAP financial measures should be considered in addition to, but not as substitute for, reported GAAP results. Further, non-GAAP financial measures, even if similarly titled, may not be calculated in the same manner by all companies, and therefore should not be compared.

(a) We previously estimated restructuring, reorganization, stockholder activist settlement costs to be in a range of \$5.5 to \$6.5 million, which we now estimate will be approximately \$9.9 million.

Reorganization costs include costs not expected to be incurred on a normalized basis associated with Lifecore becoming a stand-alone entity, divestitures, litigation related with former owners of acquired businesses, restatements of financial statements and change in auditors.

Restructuring costs are related to board approved actions consisting primarily of employee severance, lease cost of exited facilities, and costs associated with divested businesses.



1. See disclaimers and important information on Slides 2 and 3



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BIOMEDICAL

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Investor Day Questions

November 21, 2024

