

**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 14, 2022**

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)

Landec Corporation
2811 Airpark Drive
Santa Maria, California 93455
(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 14, 2022, Lifecore Biomedical, Inc., a Delaware corporation (the “Company”), filed an amendment to the Company’s Certificate of Incorporation (the “Charter”) with the Secretary of State of the State of Delaware to change the Company’s name from Landec Corporation to Lifecore Biomedical, Inc. (the “Name Change”), which was approved by the board of directors (the “Board”) of the Company, and which became effective on November 14, 2022. Pursuant to Section 242(b)(1) of the General Corporation Law of the State of Delaware, the Name Change did not require approval of the Company’s stockholders and will not affect the rights of the Company’s security holders.

Additionally, on November 14, 2022, the Board approved and the Company executed an amendment to the Company’s Amended and Restated Bylaws solely to reflect the Name Change (the “Bylaws Amendment”).

In connection with the Name Change, the Company also changed the trading symbol under which its common stock is traded with The NASDAQ Global Select Market from “LNDC” to “LFCR,” effective as of the opening of market trading on November 15, 2022. There is no change to the CUSIP number for the Company’s common stock.

The foregoing description of the Name Change, the Name Change Charter Amendment and the Bylaws Amendment is only a summary and is qualified in its entirety by reference to the full text of the Name Change Charter Amendment and the Bylaws Amendment, which are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K (this “Current Report”) and are incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On November 14, 2022, the Company issued a press release announcing, among other things, the Name Change. The press release has been furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate Incorporation of the Company.
3.2	Amendment No. 4 to By-Laws of the Company.
99.1	Press Release, dated November 14, 2022.
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 16, 2022

LANDEC CORPORATION

By: /s/ John D. Morberg
John D. Morberg
Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LANDEC CORPORATION**

Landec Corporation (hereinafter called the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “General Corporation Law”),

DOES HEREBY CERTIFY:

FIRST: That the present name of the Corporation is Landec Corporation and that this Corporation was originally incorporated pursuant to the General Corporation Law on August 22, 2007 under the name Landec Corporation.

SECOND: That the board of directors of the Corporation has duly adopted a resolution pursuant to Sections 141 and 242 of the General Corporation Law proposing that the Corporation’s Certificate of Incorporation (as amended, the “Certificate of Incorporation”) be amended as set forth below.

THIRD: That Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

“The name of this corporation is Lifecore Biomedical, Inc. (the “Corporation”).”

FOURTH: This Certificate of Amendment shall become effective as of 8:01 a.m. Eastern Time on November 14, 2022.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Certificate of Incorporation to be executed this 10th day of November, 2022, in its name and on its behalf by its Secretary pursuant to Section 103 of the General Corporation Law.

LANDEC CORPORATION

By: /s/ John D. Morberg____
John D. Morberg
Authorized Officer

**AMENDMENT NO. 4 TO
BY-LAWS OF LANDEC CORPORATION**

The title of the By-Laws of Landec Corporation shall be amended and restated to read in its entirety as follows:

**“AMENDED AND RESTATED
BYLAWS
OF
LIFECORE BIOMEDICAL, INC.
(THE “CORPORATION”)
(formerly known as Landec Corporation)”**

Lifecore Biomedical Announces Completion of Corporate Name Change

Common stock expected to begin trading tomorrow under new Nasdaq ticker symbol “LFCR”

Lifecore global headquarters relocated to Chaska, MN

Launches new investor relations website: ir.lifecore.com

CHASKA, MN – November 14, 2022 – Lifecore Biomedical, Inc. (“Lifecore” or the “Company”), a fully integrated contract development and manufacturing organization (“CDMO”), today announced that it has completed its transition to Lifecore Biomedical, including the change of its name from Landec Corporation to Lifecore Biomedical, Inc. In connection with this change, the Company’s common stock is also expected to commence trading under its new Nasdaq ticker symbol “LFCR” tomorrow, November 15, 2022.

The new corporate name and ticker symbol align with the Company’s strategic transformation to focus on its high-growth, high-value CDMO business involving the development, fill and finish of complex sterile injectable pharmaceutical products in syringes and vials as well as the manufacture of pharmaceutical-grade Hyaluronic Acid.

Craig A. Barbarosh, Chairman of the Board of Lifecore, stated, “This is an important milestone that has been years in the making as we worked to reposition the business and focus on our high-growth Lifecore asset. We believe these corporate changes symbolize our continued focus on making the Lifecore business our top priority, and provide us with further opportunities to highlight the Lifecore story and the attractive attributes of Lifecore’s differentiated CDMO business, including the team’s continued focus on revenue and EBITDA growth.”

As previously announced, Lifecore’s name change was accompanied by the previous transition of certain leadership positions, which included James G. Hall, who will continue to serve as Lifecore’s President and Chief Executive Officer and as a director on the Board of Directors, as well as John D. Morberg, who will continue in his role of Chief Financial Officer of Lifecore. In conjunction with the Company’s recent Annual Stockholders’ Meeting for fiscal year 2022, the composition of the Board was realigned to increase its focus on life sciences expertise.

James G. Hall, President and Chief Executive Officer of Lifecore, commented, “In our more than 40 years of bringing customer innovations to market, quality has been at the core of our organization and has enabled us to build a solid reputation. We remain focused on supporting our customers with a complete set of highly differentiated, end-to-end CDMO services with expertise in complex and difficult projects – from pharmaceutical development to clinical and commercial manufacturing. We have significantly advanced our capabilities over the past decade and our expanding project portfolio demonstrates our growing presence in the injectable pharmaceutical and medical device markets. We look forward to executing on these opportunities and delivering value to our shareholders.”

No action is required by stockholders with respect to the name or ticker symbol change and the changes will not affect the existing rights of stockholders. The common stock will continue to be listed on Nasdaq and the CUSIP number remains unchanged. This new ticker symbol will replace the Company’s legacy ticker symbol “LNDC,” which had been used since its initial public offering in 1996. Effective today, the Company also changed the location of its corporate headquarters to its corporate address in Chaska, Minnesota.

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. 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 ability to successfully complete the transition of the Company’s business and operations to focus on Lifecore, the timing of regulatory approvals, uncertainties related to COVID-19 and the impact of our responses to it, and the ability to successfully realize the anticipated benefits of the refocusing of the Company’s business on Lifecore. 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 our most recent Quarterly Report on Form 10-Q and Annual Report on Form 10-K. Forward-looking statements represent management's current expectations 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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