

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>WYNNEFIELD PARTNERS SMALL CAP VALUE LP I</u>  (Last) (First) (Middle) 450 SEVENTH AVENUE SUITE 509  (Street) NEW YORK NY 10123  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIFECORE BIOMEDICAL, INC. \DEV\ [ LFCR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Convertible Preferred Stock	\$7 <sup>(1)</sup>	01/09/2023		P		1,560		(2)	(2)	Common Stock	222,857 <sup>(3)(4)</sup>	\$1,000	1,560 <sup>(4)</sup>	D <sup>(5)</sup>	
Series A Convertible Preferred Stock	\$7 <sup>(1)</sup>	01/09/2023		P		1,040		(2)	(2)	Common Stock	148,571 <sup>(3)(4)</sup>	\$1,000	1,040 <sup>(4)</sup>	I	See Footnote <sup>(6)</sup>
Series A Convertible Preferred Stock	\$7 <sup>(1)</sup>	01/09/2023		P		650		(2)	(2)	Common Stock	92,857 <sup>(3)(4)</sup>	\$1,000	650 <sup>(4)</sup>	I	See Footnote <sup>(7)</sup>

1. Name and Address of Reporting Person\*  
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I  
 (Last) (First) (Middle)  
 450 SEVENTH AVENUE  
 SUITE 509  
 (Street)  
 NEW YORK NY 10123  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WYNNEFIELD PARTNERS SMALL CAP VALUE LP  
 (Last) (First) (Middle)  
 450 SEVENTH AVENUE  
 SUITE 509  
 (Street)  
 NEW YORK NY 10123  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD SMALL CAP VALUE  
OFFSHORE FUND LTD

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL MANAGEMENT LLC

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

WYNNEFIELD CAPITAL INC

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

Wynnefield Capital, Inc. Profit Sharing Plan

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

OBUS NELSON

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

LANDES JOSHUA

(Last) (First) (Middle)

450 SEVENTH AVENUE  
SUITE 509

(Street)

NEW YORK NY 10123

(City) (State) (Zip)

**Explanation of Responses:**

1. Subject to adjustment, as described in the Certificate of Designations of the Series A Convertible Preferred Stock, par value \$0.001 per share (the "Convertible Preferred Stock") filed by Lifecore Biomedical, Inc. (the "Company") with the Delaware Secretary of State on January 9, 2023 (the "Certificate of Designation").
2. The shares of Convertible Preferred Stock are convertible into shares of the Company's Common Stock, \$0.001 par value per share (the "Common Stock") upon the events specified in the Certificate of Designation.

3. Represents the number of shares of Common Stock issuable upon conversion of the Convertible Preferred Stock on the date of the reported transaction. Each holder of shares of Convertible Preferred Stock shall be entitled to convert all or any portion of the Conversion Amount (as defined in the Certificate of Designation) into that number of shares of Common Stock divided by the Conversion Price (as defined in the Certificate of Designation), initially \$7.00, subject to the adjustments and limitations set forth in the Certificate of Designation, including, without limitation, the Beneficial Ownership Limit and the Exchange Cap (each as defined in the Certificate of Designation).

4. The shares of Convertible Preferred Stock accrue dividends at the rate of 7.5% per annum (on the basis of a 360-day calendar year) on the Stated Value (as defined in the Certificate of Designation), as specified in the Certificate of Designation. To the extent such dividends are paid in-kind, the number of shares of Convertible Preferred Stock and the shares of Common Stock underlying such Convertible Preferred Stock will increase accordingly.

5. Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the securities that the Reporting Person directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the securities that the Reporting Person directly beneficially owns.

6. The Reporting Person has an indirect beneficial ownership interest in the securities, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P., as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P., has an indirect beneficial ownership interest in the securities that Wynnefield Partners Small Cap Value L.P. directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the securities that Wynnefield Partners Small Cap Value, L.P. directly beneficially owns.

7. The Reporting Person has an indirect beneficial ownership interest in the securities, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the securities that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the securities that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

#### Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement, except to the extent of their individual respective pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that any of the Reporting Owners identified in this statement are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement other than those directly beneficially owned by them.

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. I  
By: Wynnefield Capital  
Management, LLC General 01/11/2023  
Partner By: /s/ Nelson Obus  
Nelson Obus, Managing  
Member

WYNNEFIELD PARTNERS  
SMALL CAP VALUE, L.P. By:  
Wynnefield Capital  
Management, LLC General 01/11/2023  
Partner By: /s/ Nelson Obus,  
Nelson Obus, Managing  
Member

WYNNEFIELD SMALL CAP  
VALUE OFFSHORE FUND,  
LTD. By: Wynnefield Capital, 01/11/2023  
Inc. By: /s/ Nelson Obus,  
Nelson Obus, President

WYNNEFIELD CAPITAL  
MANAGEMENT, LLC By: /s/ 01/11/2023  
Nelson Obus, Nelson Obus,  
Managing Member

WYNNEFIELD CAPITAL,  
INC. By: /s/ Nelson Obus, 01/11/2023  
Nelson Obus, President

WYNNEFIELD CAPITAL,  
INC. PROFIT SHARING  
PLAN By: /s/ Nelson Obus, 01/11/2023  
Nelson Obus, Co-Trustee  
/s/ Nelson Obus Nelson Obus, 01/11/2023  
individually,  
/s/ Joshua Landes Joshua 01/11/2023  
Landes, individually

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.