

**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 2, 2024**

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

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>000-27446</b> (Commission file number)	<b>94-3025618</b> (IRS Employer Identification No.)
<b>3515 Lyman Boulevard</b> <b>Chaska, Minnesota</b> (Address of principal executive offices)		<b>55318</b> (Zip Code)
	<b>(952) 368-4300</b> (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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
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.

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## Item 1.01 Entry into a Material Definitive Agreement.

### *Amendment to Contract Manufacturing Agreement*

On May 2, 2024, Lifecore Biomedical, LLC, a subsidiary of Lifecore Biomedical, Inc. (the “Company”), entered into Amendment No. 1 (the “ARCMA Amendment”) to Amended and Restated Contract Manufacturing Agreement with Alcon Research, LLC (the “ARCMA”), under which Alcon made a prepayment in the amount of \$5,500,000 toward future purchases of products under the ARCMA. Alcon is entitled to apply that prepayment against invoices issued by the Company under the ARCMA during calendar 2026.

The foregoing description of the ARCMA Amendment does not purport to be complete and is subject to, and qualified in its entirety by, reference to the text of the ARCMA Amendment, a copy of which is attached hereto as Exhibit 10.1, and is incorporated herein by reference.

## Item 5.08 Shareholder Director Nominations.

On May 7, 2024, the Board of Directors of the Company has established August 15, 2024 as the date of the Company’s 2023 annual meeting of stockholders (the “Annual Meeting”). The Annual Meeting date, the record date for the Annual Meeting and detailed information regarding the proposals to be presented at the Annual Meeting will be set forth in the Company’s Definitive Proxy Statement on Schedule 14A to be filed with the Securities and Exchange Commission (“SEC”). Since the Annual Meeting will take place more than 30 days following the anniversary of the Company’s 2022 annual stockholder meeting (the “2022 Annual Meeting”), the due dates for the submission of any qualified shareholder proposal or qualified shareholder nominations under applicable SEC rules and our Amended and Restated Bylaws (the “Bylaws”) listed in our Definitive Proxy Statement on Schedule 14A for the 2022 Annual Meeting, filed with the SEC on September 19, 2022, are no longer applicable. Such nominations or proposals, including pursuant to Rule 14a-8 or Rule 14a-18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise, are now due to be received by the Company no later than May 18, 2024 and must comply with all of the applicable requirements set forth in the rules and regulations under the Exchange Act, the Bylaws and the applicable laws of the State of Delaware. Notices should be sent to the Company’s Secretary at the following address: Lifecore Biomedical, Inc., Attn: Secretary, 3515 Lyman Blvd., Chaska, MN 55318.

In addition to complying with this deadline, stockholder nominations or proposals intended to be considered for inclusion in the Company’s proxy materials for the Annual Meeting must also comply with the Bylaws, all applicable rules and regulations promulgated by the SEC under the Exchange Act, including the additional requirements of Rule 14a-19(b) under the Exchange Act, and the applicable laws of the state of Delaware.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished as part of this report:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">10.1+</a>	<a href="#">Amendment No. 1 to Amended and Restated Contract Manufacturing Agreement, by and between Alcon Research, LLC and Lifecore Biomedical, LLC.</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

+ Confidential portions of this exhibit have been redacted and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request in accordance with Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

**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 8, 2024

**LIFECORE BIOMEDICAL, INC.**

By: /s/ John D. Morberg

John D. Morberg

Executive Vice President and Chief Financial Officer

REDACTED INFORMATION MARKED IN [BOLD] HAS BEEN DELETED FROM EXHIBIT [10.X] TO CURRENT REPORT ON FORM 8-K DATED MAY 7, 2024 OF LIFECORE BIOMEDICAL, INC. AND IS REPRESENTED IN EXHIBIT 10.1 BY BRACKETS AND ASTERISKS AS FOLLOWS [\* \* \*].

AMENDMENT NO. 1 TO AMENDED AND RESTATED CONTRACT MANUFACTURING AGREEMENT

This Amendment No. 1 to Amended and Restated Contract Manufacturing Agreement (the “**First Amendment**”), effective as of May 2, 2024 (the “**Amendment Effective Date**”), is by and between **ALCON RESEARCH, LLC** (hereinafter referred to as “**ALCON**”), and **LIFECORE BIOMEDICAL, LLC**, a Minnesota entity with its principal offices at 3515 Lyman Blvd., Chaska, Minnesota 55318 (hereinafter referred to as “**LIFECORE**”).

W I T N E S E T H:

WHEREAS, ALCON and LIFECORE entered into an Amended and Restated Contract Manufacturing Agreement effective as of December 31, 2023 (the “**Contract Manufacturing Agreement**”); and

WHEREAS, ALCON and LIFECORE desire to amend the Contract Manufacturing Agreement to add a new prepayment provision;

NOW, THEREFORE, in consideration of the mutual covenants, promises, and agreements herein contained, it is mutually agreed as follows:

1. **DEFINITIONS**

Unless otherwise defined herein, capitalized words in this First Amendment shall have the meaning attributed to them in the Contract Manufacturing Agreement.

2. **Prepayment.** A new section, entitled “Prepayment Terms” is hereby inserted following the Invoicing Policies on Exhibit C to the Contract Manufacturing Agreement as follows:

“**PREPAYMENT TERMS.** Notwithstanding the other provisions of this Contract Manufacturing Agreement governing payments of invoices, ALCON and LIFECORE agree as follows:

1. Within [\* \* \*] business days of the Amendment Effective Date, ALCON shall pay to LIFECORE via wire transfer to an account designated in writing to ALCON, the amount of \$5,500,000 U.S. dollars, as a prepayment toward purchases of Product and Bulk White Stock under this Agreement (such amount, the “**Prepayment Amount**”).
2. Beginning on January 1, 2026, and on the [\* \* \*] thereafter through December 1, 2026, LIFECORE shall issue a [\* \* \*] credit memorandum to ALCON in the applicable [\* \* \*] amount set forth on Addendum C-1 attached hereto. ALCON shall be entitled to apply the balance of each such issued credit memorandum on a dollar-for-dollar basis against invoices issued by LIFECORE to ALCON under this Agreement after December 31, 2025 and prior to January 1, 2027 to reduce the amount payable under such invoices until such time as the amount of all issued credit memorandums (up to the full Prepayment Amount) have been exhausted. With each such payment, ALCON shall identify the applicable credit memorandum identification number and the applicable LIFECORE invoice number(s) to which the credit memorandum will be applied.
3. This Prepayment Terms provision supersedes all prior discussions and agreements on the subject matter.”

3. **INTEGRATION**

Except for the sections of the Contract Manufacturing Agreement specifically amended herein, all terms and conditions of the Contract Manufacturing Agreement remain and shall remain in full force and effect. This First Amendment shall hereafter be incorporated into and deemed part of the Contract Manufacturing Agreement and any future reference to the Contract Manufacturing Agreement shall include the terms and conditions of this First Amendment.

[Signatures on next page]

IN WITNESS WHEREOF, the parties have caused this First Amendment to be duly executed by their duly authorized representative.

**ALCON RESEARCH, LLC**

By: /s/ Hector Rubio  
Name: Hector Rubio  
Title: VP & Global Head, MTO  
Date: May 2, 2024

**LIFECORE BIOMEDICAL, LLC**

By: /s/ John D. Morberg  
Name: John D. Morberg  
Title: Chief Financial Officer  
Date: May 2, 2024

