FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

3235-0287 Estimated average burden hours per response 0.5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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

5. Relationship of Reporting Person(s) to Issuer 2. Issuer Name and Ticker or Trading Symbol 1. Name and Address of Reporting Person (Check all applicable) LIFECORE BIOMEDICAL, INC. \DE\ Barbarosh Craig A. ✓ Director 10% Owner LFCR] Officer (give title Other (specify (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Last) 07/08/2024 C/O LIFECORE BIOMEDICAL, INC. 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable 3515 LYMAN BLVD Line) 1 Form filed by One Reporting Person (Street) Form filed by More than One Reporting 55318 **CHASKA** MN Person Rule 10b5-1(c) Transaction Indication (City) (State) (Zip) Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 1. Title of Security (Instr. 3) 5. Amount of 6. Ownership 7. Nature Execution Date. Transaction Securities Form: Direct of Indirect (Month/Day/Year) if any (Month/Day/Year) Code (Instr. Beneficially (D) or Indirect Beneficial 8) Owned Follo (I) (Instr. 4) Ownership Reported (Instr. 4) Transaction(s) (Instr. 3 and 4) Amount Price Common Stock (1)(2)07/08/2024 30,000 Α 88.073 T In Trust Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3A. Deemed Execution Date 1. Title of 3. Transaction 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Conversion Derivative Transaction Expiration Date Amount of Derivative derivative Ownership of Indirect if any (Month/Day/Year) Security (Instr. 3) or Exercise Price of (Month/Day/Year) Code (Instr. Derivative (Month/Day/Year) Securities Underlying Security (Instr. 5) Securities Beneficially Form: Direct (D) Beneficial 8) Ownership Securities Acquired (A) or Disposed Owned Following Reported Derivative Derivative or Indirect (I) (Instr. 4) (Instr. 4) Security (Instr. 3 and 4) Security of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount

Date

Exercisable

Expiration

Explanation of Responses:

- 1. The restricted stock units convert into common stock of Lifecore Biomedical, Inc. on a 1 for 1 basis.
- 2. Vests on earlier of the first anniversary of the grant date or the date of the annual meeting of stockholders first held in calendar year 2025, subject to potential acceleration.

(A) (D)

Remarks:

/s/ Aaron Perlitsh, Attorney-In-Fact for Craig Barbarosh

Numbe

Shares

Title

07/10/2024

** 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).

Code

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.