

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Lifecore Biomedical, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

94-3025618  
(I.R.S. Employer  
Identification Number)

3515 Lyman Boulevard  
Chaska, Minnesota  
(Address of Principal Executive Offices)

55318  
(Zip Code)

**LANDEC CORPORATION 2019 STOCK INCENTIVE PLAN**  
(Full Title of the Plans)

**John D. Morberg**  
**Chief Financial Officer**  
**Lifecore Biomedical, Inc.**  
3515 Lyman Boulevard  
Chaska, Minnesota 55318  
(650) 306-1650

(Name, address and telephone number including area code of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input checked="" type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>
Emerging growth company	<input type="radio"/>		

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 7(a)(2)(B) of the Securities Act.

## EXPLANATORY NOTE

This Registration Statement on Form S-8 (the “[Registration Statement](#)”) is filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 759,797 shares of common stock, par value \$0.001 per share (the “[Common Stock](#)”), of Lifecore Biomedical, Inc. (the “[Company](#)” or “[Registrant](#)”), which may be issued pursuant to awards under the Landec Corporation 2019 Stock Incentive Plan, as amended (the “[Plan](#)”), the addition of which was approved by the Company’s stockholders at the Annual Meeting held on November 1, 2022. In accordance with General Instruction E to Form S-8, the Company hereby incorporates herein by reference the Form S-8 filed by the Company with respect to the Plan on [October 16, 2019](#) (SEC File No. 333-234229), together with all exhibits filed therewith or incorporated therein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The contents of the Registration Statement on Form S-8 (File No. 333-234229), filed with the Securities and Exchange Commission, relating to the Plan are incorporated herein by reference.

#### Item 8. Exhibits.

Exhibit No.	Description
4.1*	<a href="#">Certificate of Incorporation of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on November 7, 2008</a>
4.2*	<a href="#">Certificate of Amendment to the Certificate of Incorporation of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on November 16, 2022</a>
4.3*	<a href="#">Amended and Restated By-Laws of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on October 16, 2012</a>
4.4*	<a href="#">Amendment No. 1 to By-Laws of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on May 7, 2019</a>
4.5*	<a href="#">Amendment No. 2 to By-Laws of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on May 24, 2019</a>
4.6*	<a href="#">Amendment No. 3 to By-Laws of the Registrant, incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on October 19, 2020</a>
4.7*	<a href="#">Amendment No. 4 to By-Laws of the Registrant, incorporated herein by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed on November 16, 2022</a>
5.1	<a href="#">Opinion of Latham &amp; Watkins LLP</a>
23.1	<a href="#">Consent of Ernst &amp; Young LLP</a>
23.2	<a href="#">Consent of Latham &amp; Watkins LLP (contained in Exhibit 5.1)</a>
24.1	Powers of Attorney (included as part of signature page)
99.1*	Landec Corporation 2019 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant’s Current Report on Form 8-K filed on October 21, 2019)
99.2*	Amendment to Landec Corporation 2019 Stock Incentive Plan (incorporated by reference to Appendix B of the Registrant’s Definitive Proxy Statement on Schedule 14A for the Registrant’s Annual Stockholder Meeting held on November 1, 2022)
107	Calculation of Filing Fee Table

\* Incorporated herein by reference.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chaska, State of Minnesota, on this 6th day of April, 2023.

**Lifecore Biomedical, Inc.**

By: /s/ John D. Morberg

John D. Morberg

Chief Financial Officer

## POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints Mr. John D. Morberg as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might, or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or any substitute therefor, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ James G. Hall</u> James G. Hall	Chief Executive Officer and Director (principal executive officer)	April 6, 2023
<u>/s/ John D. Morberg</u> John D. Morberg	Chief Financial Officer (principal financial officer and principal accounting officer)	April 6, 2023
<u>/s/ Craig Barbarosh</u> Craig Barbarosh	Chair of the Board of Directors	April 6, 2023
<u>/s/ Nat Calloway</u> Nat Calloway	Director	April 6, 2023
<u>/s/ Raymond H. Diradoorian</u> Raymond H. Diradoorian	Director	April 6, 2023
<u>/s/ Jeffrey L. Edwards</u> Jeffrey L. Edwards	Director	April 6, 2023
<u>/s/ Katrina L. Houde</u> Katrina L. Houde	Director	April 6, 2023
<u>/s/ Christopher Kiper</u> Christopher Kiper	Director	April 6, 2023
<u>/s/ Nelson Obus</u> Nelson Obus	Director	April 6, 2023
<u>/s/ Joshua E. Schechter</u> Joshua E. Schechter	Director	April 6, 2023

**CALCULATION OF FILING FEE TABLE**

**Form S-8**  
(Form Type)

**Lifecore Biomedical, Inc.**  
(Exact name of registrant as specified in its charter)

Table 1: Newly Registered Securities

<b>Security Type</b>	<b>Security Class Title</b>	<b>Fee Calculation Rule</b>	<b>Amount to be Registered (1)(2)</b>	<b>Proposed Maximum Offering Price Per Share (3)</b>	<b>Proposed Maximum Aggregate Offering Price (3)</b>	<b>Fee Rate</b>	<b>Amount of Registration Fee</b>
Equity	Common Stock, \$0.001 par value per share	Rule 457(c) and Rule 457(h)	759,797	\$3.72	\$2,826,444.84	\$110.20 per \$1,000,000	\$311.48
Total Offering Amounts							\$311.48
Total Fee Offsets							-
Net Fee Due							\$311.48

- (1) This Registration Statement on Form S-8 (the "Registration Statement") registers the offer and sale of 759,797 shares of common stock, par value \$0.001 per share (the "Common Stock") of Lifecore Biomedical, Inc. (the "Company" or "Registrant"), which may be issued pursuant to awards under the Landec Corporation 2019 Stock Incentive Plan (the "Plan").
- (2) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of common stock, par value \$0.001 ("Common Stock"), of the Registrant that become issuable under the Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Common Stock.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee. The maximum price per share and maximum aggregate offering price are based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on April 3, 2023, which date is within five business days prior to filing this Registration Statement.

LATHAM & WATKINS<sup>LLP</sup>

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Shanghai
Hong Kong	Silicon Valley
Houston	Singapore
London	Tel Aviv
Los Angeles	Tokyo
Madrid	Washington, D.C.

April 6, 2023

Lifecore Biomedical, Inc.  
3515 Lyman Boulevard  
Chaska, MN 55318

Re: Registration Statement on Form S-8: 759,797 shares of Common Stock, par value \$0.001 per share, of Lifecore Biomedical, Inc.

To the addressee set forth above:

We have acted as special counsel to Lifecore Biomedical, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing by the Company with the Securities and Exchange Commission (the "Commission") of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the potential issuance of up to 759,797 shares of the Company's common stock, par value \$0.001 per share (the "Shares"), pursuant to the Landec Corporation 2019 Stock Incentive Plan, as amended (the "Plan"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the prospectus forming a part thereof, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients, and have been issued by the Company for

legal consideration in excess of par value in the circumstances contemplated by the Plan, assuming in each case that the individual issuances, grants or awards under the Plan are duly authorized by all necessary corporate action of the Company and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Securities Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2019 Stock Incentive Plan of Lifecore Biomedical, Inc. (formally, Landec Corporation) of our reports dated March 16, 2023, with respect to the consolidated financial statements of Lifecore Biomedical, Inc., and the effectiveness of internal control over financial reporting of Lifecore Biomedical, Inc. included in its Annual Report (Form 10-K/A) for the year ended May 29, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Minneapolis, Minnesota  
April 6, 2023