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

SCHEDULE 13D

(Rule 13d-101) INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a) (Amendment No. 5)¹

Lifecore Biomedical, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

<u>514766104</u>

(CUSIP Number)

ARON R. ENGLISH

22NW, LP

590 1st Avenue S, Unit C1 Seattle, Washington 98104

(206) 227-3078

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 28, 2024

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \boxtimes .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1 NAME OF REPORTING PERSON 21 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b) (b) (b) (b) (c) 3 SEC USE ONLY (b) (c) (c) (c) (c) (c) (c) (c) (c) (c) (c		1					
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b) (c) 3 SEC USE ONLY 4 SOURCE OF FUNDS WC (b) (c) 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) (c) 6 CITIZENSHIP OR PLACE OF ORGANIZATION (c) (c) 9 SOLE VOTING POWER (c) (c) 9 SOLE DISPOSITIVE POWER (c) (c) 10 SHARED DISPOSITIVE POWER (c) (c) 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (c) 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	1	NAME OF REF	PORTING PERSON				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b) (c) 3 SEC USE ONLY 4 SOURCE OF FUNDS (b) (c) 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) (c) 6 CITIZENSHIP OR PLACE OF ORGANIZATION (c) (c) 0 DELAWARE (c) (c) (c) 10 SOLE VOTING POWER (c) (c) (c) 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (c) (c)							
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3 SEC USE ONLY 4 SOURCE OF FUNDS wc	2	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP				
4 SOURCE OF FUNDS wc 5 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION 0 DELAWARE NUMBER OF SHARES 7 SOLE VOTING POWER SHARES VOWNED BY EACH REPORTING 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				(b) 🗆			
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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION 0 DELAWARE NUMBER OF SHARES 7 BENEFICIALLY 4,103,221* OWNED BY EACH REPORTING - 0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER -0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
6 CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY 4,103,221* OWNED BY 8 SHARED VOTING POWER EACH REPORTING -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
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DELAWARE NUMBER OF SHARES 7 SOLE VOTING POWER BENEFICIALLY 4,103,221* OWNED BY EACH REPORTING 8 SHARED VOTING POWER PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER -0 - -0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
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NUMBER OF 7 SOLE VOTING POWER SHARES 4,103,221* OWNED BY 8 SHARED VOTING POWER EACH - 0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER - 0 - - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
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BENEFICIALLY 4,103,221* OWNED BY 8 EACH -0- PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*		7	SOLE VOTING POWER				
OWNED BY EACH REPORTING 8 SHARED VOTING POWER PERSON WITH - 0 - 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
EACH REPORTING PERSON WITH -0- 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
REPORTING - 0 - PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 10 SHARED DISPOSITIVE POWER - 0 - - 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*		8	SHARED VOTING POWER				
PERSON WITH 9 SOLE DISPOSITIVE POWER 4,103,221* 4,103,221* 10 SHARED DISPOSITIVE POWER -0- -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
4,103,221* 10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*			*				
10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*	PERSON WITH	9	SOLE DISPOSITIVE POWER				
10 SHARED DISPOSITIVE POWER -0- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
- 0 - 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*		10	SHARED DISPOSITIVE POWER				
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,103,221*							
4,103,221*							
	11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
		4 102 221#					
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \Box	10						
	12	CHECK BOX I	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
	12	DEDOENT OF					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	13	PERCENTOF	CLASS KEPKESENTED BY AMOUNT IN KOW (11)				
12 40/**		12 40/**					
12.4%**	1.4		ODTING DEDCON				
14 TYPE OF REPORTING PERSON	14	I YPE OF REPO	UKTING PEKJUN				
PN		DN					
		FIN					

* Including 2,348,060 Shares issuable upon the conversion of certain shares of Series A Preferred Stock that are convertible within 60 days of the date hereof pursuant to the terms and conditions of the Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of the Company (the "Certificate of Designations").

T			
1	NAME OF REI	PORTING PERSON	
	22NW, LP		
2	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) 🗆
3	SEC USE ONL	Y	
4	SOURCE OF F	UNDS	
	OO		
5	CHECK BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP	OR PLACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		4,103,221*	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		4,103,221*	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,103,221*		
12	CHECK BOX I	F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	12.4%**		
14	TYPE OF REP	ORTING PERSON	
	PN		

1	NAME OF REI	PORTING PERSON	
	22NW Fund	GP LLC	
2		APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	CHECK THE P	AFFROFRIATE DOA IF A MEMDER OF A OROUF	(a) ⊠ (b) □
			(0)
3	SEC USE ONL	Y	
4	SOURCE OF F	UNDS	
	00		
5	CHECK BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP	OR PLACE OF ORGANIZATION	
Ũ	CITIZEI(SIIII		
	DELAWARE	E	
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		4,103,221*	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		4,103,221*	
	10	SHARED DISPOSITIVE POWER	
	10		
		- 0 -	
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,103,221*		
12	CHECK BOX I	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DERCENTOE	CLASS REPRESENTED BY AMOUNT IN ROW (11)	
15	I EKCENT UF	CLASS KEI KESENTED DI AMOUNT IN KOW (11)	
	12.4%**		
14		ORTING PERSON	
	OO		

1	NAME OF REP	PORTING PERSON				
	22NW GP, In					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)					
			(b) 🗆			
3	SEC USE ONL	Y				
4	SOURCE OF F	UNDS				
	OO					
5	CHECK BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION				
	DELAWARH	Ξ				
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		4,103,221*				
OWNED BY	8	SHARED VOTING POWER				
EACH						
REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		4,103,221*				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	4,103,221*					
12		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	12.4%**					
14	TYPE OF REP	ORTING PERSON				
	CO					
· · ·						

1	NAME OF REF	PORTING PERSON			
	Aron R. English				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes				
			(b) 🗆		
3	SEC USE ONL	Y			
4	SOURCE OF F	UNDS			
	00				
5	CHECK BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
	OFFICENCIND				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION			
NUMBER OF	USA	COLE NOTING DOWED			
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY		4 102 221*			
OWNED BY	0	4,103,221* SHARED VOTING POWER			
EACH	8	SHAKED VOTING POWER			
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		4,103,221*			
	10	SHARED DISPOSITIVE POWER			
	10	SHARED DISPOSITIVE FOWER			
		- 0 -			
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	MOOREONE	AMOUNT DEALET OWNED DT EACH REFORMACTERSON			
	4,103,221*				
12		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	children bonn				
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
15	· LittleLitt Of				
	12.4%**				
14		ORTING PERSON			
	IN				
<u> </u>					

1	NAME OF REL	PORTING PERSON			
	Bryson O. H	irai Hadley			
2	CHECK THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵		
			(b) 🗆		
	070 H07 014	**			
3	SEC USE ONLY				
4	SOURCE OF F	FUNDS			
	DE				
5	PF CHECK BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
5	enter box				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY	0	583			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		500			
	10	583 SHARED DISPOSITIVE POWER			
	10	SHARED DISTOSTITVE FOWER			
		- 0 -			
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	583				
12		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12					
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%	6			
14		ORTING PERSON			
	D.I.				
	IN				

1	NAME OF REI	PORTING PERSON			
	Nathaniel Ca				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)				
			(b) 🗆		
3	SEC USE ONL	X			
4	SOURCE OF F	FUNDS			
	00				
5		IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP	OR PLACE OF ORGANIZATION			
NUMBER OF	USA 7	SOLE VOTING POWER			
SHARES	7	Sole vonikorowek			
BENEFICIALLY		28,069			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	-				
		28,069			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	28,069				
12		IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%	6			
14		ORTING PERSON			
	IN				
<u> </u>					

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1	NAME OF RE	PORTING PERSON				
	т д 1					
		Jason Aryeh				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes					
			(b) 🗆			
	GEG LIGE ONI	N/				
3	SEC USE ONL	Y				
4	SOURCE OF F					
4	SOURCE OF F	UNDS				
5	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
5	CHLCK DOX	$\frac{1}{2} \frac{1}{2} \frac{1}$				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION				
0	errillen (brin					
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		- 0 -				
OWNED BY	8	SHARED VOTING POWER				
EACH						
REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	0					
10	- 0 -					
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	DEDCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	PERCENT OF	ULASS KERKESENTED BY AMOUNT IN KOW (11)				
	0%					
14		ORTING PERSON				
14	I I I E OF KEP	OKTINO I EKSON				
	IN					
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1	NAME OF DET	PONTELIC DEDCON			
1	NAME OF REF	PORTING PERSON			
	Dishard Com	-ih			
	Richard Cunningham				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes				
			(b) 🗆		
3	SEC USE ONL	N/			
3	SEC USE ONL	X			
4	SOURCE OF F	TNDS			
7	SOURCE OF F				
5	CHECK BOX I	F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
5	enilen bon i				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION			
-					
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	0				
12	- 0 -	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	CHECK BOX I	IF THE AGGREGATE AMOUNT IN ROW (TI) EXCLUDES CERTAIN SHARES			
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	I ERCENT OF				
	0%				
14		ORTING PERSON			
	IN				
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1	NAME OF REL	PORTING PERSON			
	Matthew Ko	renherø			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠				
			(b) 🗆		
3	SEC USE ONL	Y			
4	SOURCE OF F	FUNDS			
5	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP	OR PLACE OF ORGANIZATION			
	USA				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	- 0 -				
12	CHECK BOX I	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0%				
14	TYPE OF REP	ORTING PERSON			
	IN				

1	NAME OF DE				
1	NAME OF RE	EPORTING PERSON			
	Elaine Thib	odeau			
2		APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) \boxtimes (b) \Box				
			(0)		
3	SEC USE ON	IV			
5	SEC USE ON				
4	SOURCE OF	FUNDS			
	booker of				
5	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
-			_		
6	CITIZENSHIP	POR PLACE OF ORGANIZATION			
-					
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	- 0 -				
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF	F CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	<u>00</u> (
	0%				
14	TYPE OF REF	PORTING PERSON			
	N				
	IIN				
	IN				

			1			
1	NAME OF REI	PORTING PERSON				
	Beau Garrett					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)					
			(b) 🗆			
3	SEC USE ONL	SEC USE ONLY				
4	SOURCE OF F	FUNDS				
5	CHECK BOX I	IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP	OR PLACE OF ORGANIZATION				
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		- 0 -				
OWNED BY	8	SHARED VOTING POWER				
EACH						
REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	- 0 -					
12	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0%					
14		ORTING PERSON				
	IN					
L						

The following constitutes Amendment No. 5 ("Amendment No. 5") to the Schedule 13D filed by the undersigned on January 10, 2023, as previously amended on June 28, 2023, February 29, 2024, May 20, 2024 and June 11, 2024 (as amended, the "Schedule 13D"). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

On June 28, 2024, 22NW Fund, LP, 22NW, LP, 22NW Fund GP, LLC, 22NW GP, Inc (collectively, "22NW"), Aron English, Bryson O. Hirai-Hadley, Nathaniel Calloway, Jason Aryeh and Matthew Korenberg (collectively with 2NW, the "Agreement Reporting Persons") entered into a cooperation agreement (the "Cooperation Agreement") with the Issuer pursuant to which, among other things: (i) 22NW agreed to withdraw its previously reported (X) nomination of director candidates for election at the 2023 Annual Meeting and (Y) demand for the Issuer to hold a special meeting of stockholders to vote on an advisory proposal to declassify the Issuer's board of directors (the "Board"); (ii) 22NW's nominees, Messrs. Aryeh and Korenberg, will be appointed as observers to the Board effective immediately; (iii) the Issuer agreed to nominate Mr. Aryeh for election to the Board as a Class 2 Series A director at the 2023 Annual Meeting of Stockholders of the Issuer (the "2023 Annual Meeting"); and (iv) Mr. Korenberg, together with new independent directors Humberto Antunes and Paul Johnson, will be appointed by the Issuer as directors to the Board immediately following the 2023 Annual Meeting. All such appointees and nominees will be nominated for election at the 2024 Annual Meeting or the 2025 Annual Meeting, as applicable.

The Cooperation Agreement also provides that Mr. Aryeh will be appointed to the nominating and governance committee of the Board and Mr. Korenberg will be appointed to the audit committee of the Board, and appointed to chairman of the audit committee upon a vacancy. Further, the Board agreed that it will submit a proposal to the stockholders of the Company to declassify the Board and, if such proposal is approved, it will file an amendment to its certificate of incorporation to effect such declassification. Additionally, the Board agreed that if it determines to cause the Issuer to conduct a rights offering that is subject to a backstop or standby commitment, then 22NW will have the opportunity to participate in such backstop or standby commitment on the same terms as certain other stockholders of the Issuer, subject to applicable laws and certain other rules and regulations.

Pursuant to the Cooperation Agreement, the Agreement Reporting Persons are subject to certain standstill restrictions from the date of the Cooperation Agreement until the date that is the earlier of the day immediately after the 2025 Annual Meeting of Stockholders or October 31, 2025 or, if earlier, upon the occurrence of certain events as described in the Cooperation Agreement (the "Standstill Period"). Under the Cooperation Agreement, the Agreement Reporting Persons also agreed to appear in person or by proxy at each annual or special meeting of stockholders held prior to the expiration of the Standstill Period and to vote all Shares beneficially owned by the Agreement Reporting Persons and their respective affiliates and associates at such meeting (i) in favor of all directors nominated and recommended by the Board for election, and (ii) otherwise in accordance with the Board's recommendations; provided, however, that in the event Institutional Shareholder Services Inc. ("ISS") recommends otherwise with respect to any proposals (other than the election or removal of directors), the Agreement Reporting Persons may vote in accordance with the ISS recommendation; provided, further, that the Agreement Reporting Persons are permitted to vote in their sole discretion with respect to any publicly announced proposals relating to a merger, acquisition, disposition of all or substantially all of the assets of the Issuer or other business combinations involving the Issuer requiring a vote of shareholders of the Issuer. During the Standstill Period, the Agreement Reporting Persons also agreed not to acquire beneficial ownership of, or a net long position in, more than 14.54% of the outstanding Shares.

The foregoing description of the Cooperation Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Cooperation Agreement, which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5(e) is hereby amended to add the following:

In connection with the Cooperation Agreement, the Reporting Persons agreed to disband the group formed in connection with the submission of the Nomination Letter. As a result, the following Reporting Persons ceased to be part of the group effective as of June 28, 2024: Messrs. Aryeh, Korenberg, Cunningham and Garrett and Ms. Thibodeau. In connection with such termination of the group, each of the aforementioned Reporting Persons acknowledged and agreed that they are no longer members of a "group" within the meaning of Section 13(d)(3) of the Exchange Act. Accordingly, effective as of June 28, 2024, such named Reporting Persons no longer may be deemed a "group" within the meaning of Section 13(d)(3) of the Exchange Act and each of Messrs. Aryeh, Korenberg, Cunningham and Garrett and Ms. Thibodeau, separately, beneficially owns less than 5% of the outstanding common stock of the Issuer and shall cease to be Reporting Persons immediately after the filing of this Amendment No. 5.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

The disclosure in Item 4 relating to the Cooperation Agreement is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

99.1 Cooperation Agreement, dated June 28, 2024 (incorporated by reference to Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on July 1, 2024).

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 1, 2024

22NW FUND, LP

By: 22NW Fund GP, LLC General Partner

By: <u>/s/ Aron R. English</u> Name: Aron R. English Title: Manager

22NW, LP

By: 22NW GP, Inc. General Partner

By: /s/ Aron R. English Name: Aron R. English Title: President and Sole Shareholder

22NW FUND GP, LLC

By: <u>/s/ Aron R. English</u> Name: Aron R. English Title: Manager

22NW GP, INC.

By: /s/ Aron R. English Name: Aron R. English Title: President and Sole Shareholder

/s/ Aron R. English

ARON R. ENGLISH

Individually and as attorney-in-fact for Nathaniel Calloway, Jason Aryeh, Richard Cunningham, Matthew Korenberg, Elaine J. Thibodeau and Garrett Beau

/s/ Bryson O. Hirai-Hadley BRYSON O. HIRAI-HADLEY