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. 4)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 11, 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		
-	101012-01			
	22NW Fund, LP			
2	CHECK TH	IE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
			(b) 🗆	
3	SEC USE C	DNLY		
4	COLIDEE O			
4	SOURCE C	JF FUNDS		
	WC			
5	CHECK BC	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENS	HIP OR PLACE OF ORGANIZATION		
Ŭ				
	DELAWAH			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		4,103,221*		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		4,103,221*		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	4,103,221*			
12	CHECK BC	DX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	12 50/**			
14	12.5%** TYPE OF B	REPORTING PERSON		
17				
	PN			

* 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").

1	NAME OF	REPORTING PERSON	
2	22NW, LP		
2	CHECK IF	HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE C	DNLY	
4	SOURCE C	DF FUNDS	
·	00		
5		DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSI	HIP OR PLACE OF ORGANIZATION	
	DELAWAI	RE	
NUMBER OF SHARES	7	SOLE VOTING POWER	
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	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,103,221*	8	
12		DX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	12.5%**		
14		REPORTING PERSON	
	PN		

* 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.

1	NAME OF	REPORTING PERSON	
1	INAME OF		
	22NW Fun	nd GP, LLC	
2		HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
_			(b) □
3	SEC USE C	DNLY	
4	SOURCE C	OF FUNDS	
	00		
5	00 CHECK DO	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	Π
5	CHECK BC	JA IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO THEM 2(d) OR 2(e)	
6	CITIZENS	HIP OR PLACE OF ORGANIZATION	
-			
	DELAWAI	RE	
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	
	,	SOLE DISPOSITIVE TO WER	
		4,103,221*	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,103,221*		
12		OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12		JA II THE AGGREGATE ANIOUNT IN ROW (11) EACLUDES CERTAIN SHARES	
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	12.5%**		
14	TYPE OF F	REPORTING PERSON	
	00		
	00		

* 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.

1	NAME OF	REPORTING PERSON	
	22NUV CD	Inc	
2	22NW GP, CHECK TH	IIC. IE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
-			$(a) \sqsubseteq$
3	SEC USE C		
3	SEC USE U	JNLY	
4	SOURCE O	0F FUNDS	
	00		
5	CHECK BC	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSI	HIP OR PLACE OF ORGANIZATION	
	DELAWAF		
NUMBER OF	DELAWAR 7	SOLE VOTING POWER	
SHARES	,		
BENEFICIALLY	0	4,103,221* SHARED VOTING POWER	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		4,103,221*	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4 102 221*		
12	4,103,221* CHECK BC	DX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
			_
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
15		or certab kerkebetteb bi Alvoorti litkow (11)	
	12.5%**		
14	TYPE OF R	REPORTING PERSON	
	СО		

* 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.

1	NAME OF REPORTING PERSON	
1	NAME OF REFORTING LERSON	
	Aron R. English	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
		(b) 🗆
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUAN	T TO ITEM $2(d)$ OR $2(e)$
5	CHECK BOX IF DISCLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FORSUAN	$\square 110 \Pi E M 2(d) O K 2(e) \square$
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF	7 SOLE VOTING POWER	
SHARES		
BENEFICIALLY		
OWNED BY EACH	8 SHARED VOTING POWER	
REPORTING	- 0 -	
PERSON WITH	9 SOLE DISPOSITIVE POWER	
	5 SOLE DISPOSITIVE TO WER	
	4,103,221*	
	10 SHARED DISPOSITIVE POWER	
	- 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	4,103,221*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SH	IARES
12	CHECK BOX IF THE AGOREGATE AMOUNT IN NOW (11) EXCLUDES CERTAIN ST	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	12.5%**	
14	TYPE OF REPORTING PERSON	
	DI	
L	IN	

* 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.

1	NAME OF	F REPORTING PERSON	
	Dana	тт: тт. н.	
2	CHECK T	Hirai-Hadley HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	CHILCK II	THE ATTROFRIATE DOX IF A MEMILER OF A OROOF	(a) ⊠ (b) □
3	SEC USE (ONLY	
4	SOURCE (OF FUNDS	
	PF		
5		OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
5	CHECKD		
6	CITIZENS	SHIP OR PLACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		583	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
TERSON WITH	9	SOLE DISPOSITIVE FOWER	
		583	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	583		
12		OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
13	TERCENT	OF CLASS KLI KLSLATED DT AMOUNT IN KOW (11)	
	Less than	1%	
14	TYPE OF I	REPORTING PERSON	
	IN		
	1		

1	NAME OF	E DEDODTING DEDSON		
1	NAME OF REPORTING PERSON			
	Nathaniel	Calloway		
2	CHECK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
2	CHLCK		(a) ⊡ (b) □	
			(0)	
3	SEC USE	ONLY		
4	SOURCE	OF FUNDS		
	00			
5	CHECK B	OX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	OTTIZENO			
6	CHIZENS	SHIP OR PLACE OF ORGANIZATION		
	USA			
NUMBER OF	7 7	SOLE VOTING POWER		
SHARES	/	Sole vormorowek		
BENEFICIALLY		28,069*		
OWNED BY	8	SHARED VOTING POWER		
EACH	-			
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		28,069*		
	10	SHARED DISPOSITIVE POWER		
11	ACCREC			
11	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	28,069			
12		OX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK D	OA II THE AGOREGATE AMOUNT IN ROW (11) EACEODES CERTAIN SHARES		
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than			
14	TYPE OF	REPORTING PERSON		
	IN			

* Including 18,182 Shares underlying certain RSUs that have vested or will vest within 60 days of the date hereof.

1	NAME OF	REPORTING PERSON	
	T		
2	Jason Arye	n IE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
2	CHECK II		(a) □ (b) □
3	SEC USE C	DNLY	
4	SOURCE C	OF FUNDS	
5	CHECK BC	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENS	HIP OR PLACE OF ORGANIZATION	
Ŭ	CITIZEIGI		
	USA		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10		
11	ACCRECA	- 0 - TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12	CHECK BC	DX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14		REPORTING PERSON	
	IN		

1	NAME OF	REPORTING PERSON			
	Richard Cu	uningham			
2	CHECK TH	HE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □		
3	SEC USE C	DNLY			
4	SOURCE C	SOURCE OF FUNDS			
5	CHECK BO	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6		HIP OR PLACE OF ORGANIZATION			
NUMBER OF SHARES	USA 7	SOLE VOTING POWER			
BENEFICIALLY		- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	- 0 -				
12	CHECK BO	DX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	0%				
14	TYPE OF F	REPORTING PERSON			
	IN				

1	NAME OF REPORTING PERSON	
	Matthew Korenberg	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE ONLY	
4	SOURCE OF 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 PERSON WITH	- 0 - 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	TYPE OF REPORTING PERSON	
	IN	

1	NAME OF	REPORTING PERSON				
	Elaine Thit	podeau				
2		IE APPROPRIATE BOX IF A MEMBER OF A GROUP	$(a) \boxtimes$			
			(b) 🗆			
3	SEC USE C	DNLY				
4	SOURCE O	OURCE OF FUNDS				
5	CHECK BC	DX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSI	HIP 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	AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	- 0 -					
12	CHECK BC	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	0%					
14	TYPE OF R	REPORTING PERSON				
	IN					

1	NAME OF REPORTIN	NG PERSON	
	Beau Garrett		
2		PRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
5	CHECK BOX IF DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PL	ACE OF ORGANIZATION	
	USA		
NUMBER OF SHARES		OTING POWER	
BENEFICIALLY		0 -	
OWNED BY EACH	8 SHARE	D VOTING POWER	
REPORTING PERSON WITH		0 - ISPOSITIVE POWER	
TERSON WITH			
		0 - D DISPOSITIVE POWER	
	_	0 -	
11		JNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	- 0 -		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS	S REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTIN	IG PERSON	
	IN		

The following constitutes Amendment No. 4 ("Amendment No. 4") to the Schedule 13D filed by the undersigned on January 10, 2023, as previously amended on June 28, 2023, February 29, 2024 and May 20, 2024 (as amended, the "Schedule 13D"). This Amendment No. 3 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 11, 2024, 22NW Fund delivered a letter to the Issuer demanding that the Company hold a special meeting of shareholders of the Company on August 14, 2024 at 9:00 a.m. (the "Special Meeting") for the purposes set forth below.

The proposals to be considered at the Special Meeting shall be:

PROPOSAL 1: To approve on a non-binding basis, that the stockholders of Lifecore Biomedical, Inc. (the "Company"), request that the Board of Directors of the Company (the "Board") take the necessary steps to declassify the Board so that commencing at the 2023 annual meeting of stockholders currently scheduled to be held on August 15, 2023 (including any adjournments, postponements, reschedulings or continuations thereof (the "2023 Annual Meeting")), directors are elected on an annual basis (the "Declassification"). Such declassification shall be completed in a manner that does not affect the unexpired terms of the previously elected directors.

PROPOSAL 2: To approve on a non-binding basis, subject to approval of Proposal 1, that the stockholders of the Company request that the Board postpone the 2023 Annual Meeting and take all necessary steps to schedule a joint meeting for the 2023 Annual Meeting and the 2024 annual meeting of stockholders (the "Joint Annual Meeting"), to be held no later than November 30, 2024, and prior to the Joint Annual Meeting the Board approve an amendment to the Company's amended and restated certificate of incorporation (the "Certificate of Amendment") to affect the Declassification, and then the first matter to be voted on at the Joint Annual Meeting would be the approval of the Certificate of Amendment, and if approved, that the Board file the Certificate of Amendment with the Secretary of State of Delaware prior to voting on the election of directors at the Joint Annual Meeting so that all directors to be elected to serve on the Board at the Joint Annual Meeting be voted on to serve a one-year term.

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: June 11, 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. EnglishTitle:President and Sole Shareholder

22NW FUND GP, LLC

By:	/s/ Aron R. English		
	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