
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. 3)¹

Lifecore Biomedical, Inc.

(Name of Issuer)

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

514766104

(CUSIP Number)

ARON R. ENGLISH
22NW, LP
590 1st Avenue South
Seattle, Washington 98104

(206) 227-3078

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

May 16, 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 .

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 22NW Fund, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,103,221*
	8	SHARED VOTING POWER - 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*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.5%**	
14	TYPE OF 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, Preferences and Rights of Series A Convertible Preferred Stock of the Company (the "Certificate of Designations").

** Percentage is based upon 32,894,996 Shares outstanding, consisting of (i) 30,546,936 shares of Common Stock as of March 14, 2024, as stated on the Issuer's Annual Report on Form 10-K for the fiscal year ended May 28, 2023, filed with the Securities and Exchange Commission (the "SEC") on March 20, 2024, plus (ii) 2,348,060 Shares currently issuable upon the conversion of certain shares of Series A Preferred Stock.

1	NAME OF REPORTING PERSON 22NW, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,103,221*
	8	SHARED VOTING POWER - 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*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.5%**	
14	TYPE OF 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.

** Percentage is based upon 32,894,996 Shares outstanding, consisting of (i) 30,546,936 shares of Common Stock as of March 14, 2024, as stated on the Issuer's Annual Report on Form 10-K for the fiscal year ended May 28, 2023, filed with the SEC on March 20, 2024, plus (ii) 2,348,060 Shares currently issuable upon the conversion of certain shares of Series A Preferred Stock.

1	NAME OF REPORTING PERSON 22NW Fund GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,103,221*
	8	SHARED VOTING POWER - 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*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.5%**	
14	TYPE OF REPORTING PERSON OO	

* 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.

** Percentage is based upon 32,894,996 Shares outstanding, consisting of (i) 30,546,936 shares of Common Stock as of March 14, 2024, as stated on the Issuer's Annual Report on Form 10-K for the fiscal year ended May 28, 2023, filed with the SEC on March 20, 2024, plus (ii) 2,348,060 Shares currently issuable upon the conversion of certain shares of Series A Preferred Stock.

1	NAME OF REPORTING PERSON 22NW GP, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,103,221*
	8	SHARED VOTING POWER - 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*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.5%**	
14	TYPE OF REPORTING PERSON CO	

* 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.

** Percentage is based upon 32,894,996 Shares outstanding, consisting of (i) 30,546,936 shares of Common Stock as of March 14, 2024, as stated on the Issuer's Annual Report on Form 10-K for the fiscal year ended May 28, 2023, filed with the SEC on March 20, 2024, plus (ii) 2,348,060 Shares currently issuable upon the conversion of certain shares of Series A Preferred Stock.

1	NAME OF REPORTING PERSON Aron R. English	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 4,103,221*
	8	SHARED VOTING POWER - 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*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.5%**	
14	TYPE OF REPORTING PERSON 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.

** Percentage is based upon 32,894,996 Shares outstanding, consisting of (i) 30,546,936 shares of Common Stock as of March 14, 2024, as stated on the Issuer's Annual Report on Form 10-K for the fiscal year ended May 28, 2023, filed with the SEC on March 20, 2024, plus (ii) 2,348,060 Shares currently issuable upon the conversion of certain shares of Series A Preferred Stock.

1	NAME OF REPORTING PERSON Bryson O. Hirai-Hadley	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 583
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 583
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 583	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Nathaniel Calloway	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 28,069*
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 28,069*
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 28,069	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
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 Jason Aryeh	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Richard Cunningham	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Matthew Korenberg	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Elaine Thibodeau	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON Beau Garrett	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 3 (“Amendment No. 3”) to the Schedule 13D filed by the undersigned on January 10, 2023, as previously amended on June 28, 2023 and February 29, 2024 (as amended, the “Schedule 13D”). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

Item 2. Identity and Background.

Item 2 is hereby amended and restated as follows:

- (a) This statement is filed by:
- (i) 22NW Fund, LP, a Delaware limited partnership (“22NW Fund”), with respect to the Shares directly and beneficially owned by it;
 - (ii) 22NW, LP, a Delaware limited partnership (“22NW”), as the investment manager of 22NW Fund;
 - (iii) 22NW Fund GP, LLC, a Delaware limited liability company (“22NW GP”), as the general partner of 22NW Fund;
 - (iv) 22NW GP, Inc., a Delaware S Corporation (“22NW Inc.”), as the general partner of 22NW;
 - (v) Aron R. English, as the Portfolio Manager of 22NW, Manager of 22NW GP and President and sole shareholder of 22NW Inc.;
 - (vi) Bryson O. Hirai-Hadley;
 - (vii) Nathaniel Calloway;
 - (viii) Jason Aryeh;
 - (ix) Richard Cunningham;
 - (x) Matthew Korenberg;
 - (xi) Elaine Thibodeau; and
 - (xii) Beau Garrett.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of the Reporting Persons in (i) through (vii) above is 590 1st Avenue South, Unit C1, Seattle, WA 98104. The principal business address of Mr. Aryeh is 34 Sumner Rd., Greenwich, CT 06831. The principal business address of Mr. Cunningham is 73 Pin Pack Rd., Ridgefield, CT 06877. The principal business address of Mr. Garrett is 15261 Telcom Drive, Brooksville, FL 34604. The principal business address of Ms. Thibodeau is 2020 Derbyshire Road, Furlong, PA 18925. The principal business address of Mr. Korenberg is 712 Sturbridge Drive, Bryn Mawr, PA 19010.

(c) The principal business of 22NW Fund is investing in securities. The principal business of 22NW is serving as the investment manager of 22NW Fund. The principal business of 22NW GP is serving as the general partner of 22NW Fund. The principal business of 22NW Inc. is serving as the general partner of 22NW. Mr. English is the portfolio manager of 22NW, manager of 22NW GP and president and sole shareholder of 22NW Inc. Mr. Hirai-Hadley is head of research and partner at 22NW. Mr. Calloway is an analyst and partner at 22NW. The principal occupation of Mr. Aryeh is serving as the founder and managing general partner of JALAA Equities, LP, a private investment fund focused on the biotechnology and medical device sectors. The principal occupation of Mr. Cunningham is serving as the chief executive officer for Anebulo Pharmaceuticals Inc. (Nasdaq: ANEB), a clinical-stage biopharmaceutical company. The principal occupation of Mr. Korenberg is serving as the president and chief operating officer for Ligand Pharmaceuticals Incorporated (Nasdaq: LGND). Ms. Thibodeau is a health care supply chain professional and retired vice president of North America deliver operations for Johnson & Johnson (NYSE: JNJ). The principal occupation of Mr. Garrett is serving as the chief executive officer for American Injectables, a manufacturer of injectable biologic pharmaceuticals.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) 22NW Fund, 22NW, 22NW GP and 22NW Inc. are organized under the laws of the State of Delaware. Messrs. English, Hirai-Hadley, Calloway, Aryeh, Cunningham, Korenberg and Garrett and Ms. Thibodeau are citizens of the United States of America.

Item 3. Identity and Background.

Item 3 is hereby amended and restated as follows:

The securities of the Issuer purchased by 22NW Fund were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 1,755,161 Shares directly owned by 22NW Fund is approximately \$18,408,124, excluding brokerage commissions.

Pursuant to the Purchase Agreement (as defined in Item 4 below), 22NW Fund purchased from the Issuer 15,000 shares of Series A Preferred Stock (as defined in Item 4 below) for \$15,000,000. 22NW Fund received 1,436 shares of Series A Preferred Stock in the form of dividends.

The securities of the Issuer directly owned by Mr. Hirai-Hadley were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 583 Shares directly owned by Mr. Hirai-Hadley is approximately \$6,066, excluding brokerage commissions.

In connection with the appointment of Nathaniel Calloway to the Board of Directors of the Issuer (the "Board"), as further described in Item 4 to the Schedule 13D, Mr. Calloway has been awarded certain restricted stock units ("RSUs") in connection with his service as a director of the Issuer, including (i) 5,906 RSUs awarded on January 9, 2023 that vested on the first anniversary of the grant date and have been automatically settled in shares of common stock, (ii) 3,981 RSUs awarded on February 1, 2023 that vested on the first anniversary of the grant date and have been automatically settled in shares of common stock and (iii) 18,182 RSUs awarded on June 1, 2023 that vest on the earlier of the first anniversary of the grant date or the date of the 2024 Annual Meeting of Stockholders (provided such date is no less than 50 weeks from grant date).

Item 4. Purpose of the Transaction.

Item 4 is hereby amended to add the following:

On May 16, 2024, 22NW Fund delivered a letter to the Issuer nominating Jason Aryeh and Richard Cunningham as Class I Directors, and Nathaniel Calloway, Ph.D., Matthew Korenberg, Elaine Thibodeau and Beau Garrett as Class II Directors, in each case for election to the Board at the Issuer's 2023 annual meeting of stockholders announced by the Issuer to be held on August 15, 2024 (the "Annual Meeting"). The Issuer has advised 22NW Fund that only Class II Directors will be elected at the Annual Meeting. In such case, only those persons nominated for election as Class II Directors would be up for election at the Annual Meeting. 22NW Fund reserves the right to switch the classes for which the directors were nominated at the Annual Meeting.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 32,894,996 Shares outstanding, consisting of (i) 30,546,936 Shares outstanding as of March 14, 2024, which is the total number of shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 20, 2024, plus (ii) 2,348,060 Shares currently issuable upon the conversion of certain shares of Series A Preferred Stock.

As of the date hereof, 22NW Fund directly beneficially owned 4,103,221 Shares, including 2,348,060 Shares issuable upon the conversion of certain shares of Series A Preferred Stock, constituting approximately 12.5% of the Shares outstanding.

As of the date hereof, Mr. Hirai-Hadley directly beneficially owned 583 Shares, constituting less than 1% of the Shares outstanding. By virtue of his position as a partner of 22NW, Mr. Hirai-Hadley may be deemed to beneficially own the 4,103,221 Shares beneficially owned by 22NW Fund, constituting approximately 12.5% of the Shares outstanding.

As of the date hereof, Mr. Calloway directly beneficially owned 28,069 Shares, constituting less than 1% of the Shares outstanding. By virtue of his position as a partner of 22NW, Mr. Calloway may be deemed to beneficially own the 4,103,221 Shares beneficially owned by 22NW Fund, constituting approximately 12.5% of the Shares outstanding.

22NW, as the investment manager of 22NW Fund, may be deemed to beneficially own the 4,103,221 Shares beneficially owned by 22NW Fund, constituting approximately 12.5% of the Shares outstanding. 22NW GP, as the general partner of 22NW Fund, may be deemed to beneficially own the 4,103,221 Shares beneficially owned by 22NW Fund, constituting approximately 12.5% of the Shares outstanding. 22NW Inc., as the general partner of 22NW, may be deemed to beneficially own the 4,103,221 Shares beneficially owned by 22NW Fund, constituting approximately 12.5% of the Shares outstanding. Mr. English, as the portfolio manager of 22NW, manager of 22NW GP and president and sole shareholder of 22NW Inc., may be deemed to beneficially own the 4,103,221 Shares beneficially owned by 22NW Fund, constituting approximately 12.5% of the Shares outstanding.

As of the date hereof, Mr. Aryeh directly beneficially owned 0 Shares, constituting 0% of the Shares outstanding.

As of the date hereof, Mr. Cunningham directly beneficially owned 0 Shares, constituting 0% of the Shares outstanding.

As of the date hereof, Mr. Korenberg directly beneficially owned 0 Shares, constituting 0% of the Shares outstanding.

As of the date hereof, Ms. Thibodeau directly beneficially owned 0 Shares, constituting 0% of the Shares outstanding.

As of the date hereof, Mr. Garrett directly beneficially owned 0 Shares, constituting 0% of the Shares outstanding.

Each Reporting Person may be deemed to be a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and such group may be deemed to beneficially own the 4,131,873 Shares owned in the aggregate by all of the Reporting Persons, constituting approximately 12.6% of the outstanding Shares. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(b) By virtue of their respective positions with 22NW Fund, each of 22NW, 22NW GP, 22NW Inc. and Mr. English may be deemed to have sole power to vote and dispose of the Shares directly beneficially owned by 22NW Fund.

Mr. Hirai-Hadley has the sole power to vote and dispose of the Shares directly beneficially owned by him.

Mr. Calloway has the sole power to vote and dispose of the Shares directly beneficially owned by him.

None of Messrs. Aryeh, Cunningham, Korenberg or Garrett, nor Ms. Thibodeau have the sole power to vote and dispose of any Shares.

(c) There have been no transactions in securities of the Issuer by the Reporting Persons during the past 60 days.

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 3 relating to the RSUs is incorporated herein by reference.

On May 16, 2024, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed, among other things, to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent as required by applicable law. A copy of this agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Each of Messrs. Calloway, Aryeh, Cunningham, Korenberg and Garrett and Ms. Thibodeau has granted Aaron English and James Stoner, individually, a power of attorney (collectively, the "POAs") to execute certain SEC filings and other documents in connection with the solicitation of proxies from the Issuer's stockholders in connection with the Annual Meeting and any other related transactions. The POAs are attached hereto as Exhibit 99.2 and are incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

[99.1](#) Joint Filing Agreement, dated May 16, 2024.

[99.2](#) Powers of Attorney.

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: May 20, 2024

22NW FUND, LP

By: 22NW Fund GP, LLC
General Partner

By: /s/ Aron R. English
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: /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

JOINT FILING AND SOLICITATION AGREEMENT

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, of Lifecore Biomedical, Inc., a Delaware corporation (the “Company”);

WHEREAS, 22NW Fund, LP (“22NW Fund”), 22NW, LP, 22NW Fund GP, LLC, 22NW GP, Inc., Aron English, Bryson O. Hirai-Hadley and Nathaniel Calloway (who is also a Nominee, as defined below) (collectively, “22NW”), and each of the persons named as a nominee on the signature pages hereto (each, a “Nominee”), are acting together for the purpose of seeking representation on the Board of Directors of the Company (the “Board”) at the 2024 annual meeting of stockholders of the Company (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof, the “2024 Annual Meeting”) and for the purpose of taking all other action necessary to achieve the foregoing.

NOW, IT IS AGREED, this 16th day of May 2024 by the parties hereto:

1. Each of the undersigned (collectively, the “Solicitation Parties”) agrees to the joint submission to the Company on behalf of each of them of statements with respect to the securities of the Company. Each Solicitation Party shall be responsible for the accuracy and completeness of his/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to BakerHostetler LLP (“Baker”) of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. Each of the undersigned agrees to act together for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Solicitation Parties to the Board at the 2024 Annual Meeting, (ii) taking such other actions as the parties deem advisable, and (iii) taking all other action necessary or advisable to achieve the foregoing.

4. 22NW Fund shall have the right to pre-approve all expenses incurred in connection with the activities of the Solicitation Parties and agrees to pay directly all such pre-approved expenses. 22NW Fund shall not unreasonably deny the approval of any expenses incurred.

5. Each of the undersigned agrees that any SEC filing, press release or stockholder communication proposed to be made or issued collectively by the Solicitation Parties or any individual Solicitation Party in connection with the activities set forth in Section 3 shall be first approved by 22NW Fund, or its representatives, which approval shall not be unreasonably withheld.

6. The relationship of the parties hereto shall be limited to carrying on the business of the Solicitation Parties in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party’s right to purchase or sell securities of the Company, as he/it deems appropriate, in his/its sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

7. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

8. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

9. Any party hereto may terminate his/its obligations under this Agreement on 24 hours' by email notice to all other parties at the respective emails listed on the signature page hereto, with a copy by e-mail to Adam W. Finerman at afinerman@bakerlaw.com.

10. Each party acknowledges that Baker shall act as counsel for both the Solicitation Parties and 22NW relating to the activities referenced in Paragraph 3 above.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

22NW FUND, LP

By: 22NW Fund GP, LLC
General Partner

By: /s/ Aron R. English
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: /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

22NW Email for Notice:

/s/ Aron R. English
ARON ENGLISH
Email:

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

NOMINEE:

/s/ Nathaniel Calloway
NATHANIEL CALLOWAY
Email:

[Signature Page to Joint Filing and Solicitation Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

NOMINEES:

/s/ Jason Aryeh

JASON ARYEH

Email:

/s/ Richard Cunningham

RICHARD CUNNINGHAM

Email:

/s/ Matthew Korenberg

MATTHEW KORENBERG

Email:

[Signature Page to Joint Filing and Solicitation Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

NOMINEE:

/s/ Beau Garrett

Beau Garrett

Email:

[Signature Page to Joint Filing and Solicitation Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

NOMINEE:

/s/ Elaine J. Thibodeau

Elaine J. Thibodeau

Email:

[Signature Page to Joint Filing and Solicitation Agreement]

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Aaron English and James Stoner, individually, as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Lifecore Biomedical, Inc., a Delaware corporation (the "Company"), directly or indirectly beneficially owned by 22NW Fund, LP or any of its affiliates or members of its Schedule 13D group (collectively, the "Group"), and (ii) any potential proxy solicitation that may be pursued by the Group to elect a slate of director nominees to the board of directors of the Company at the 2024 annual meeting of stockholders of the Company, including any adjournments or postponements thereof (the "Solicitation"). Such action shall include, but not be limited to:

(1) if applicable, executing for and on behalf of the undersigned a Schedule 13D, and amendments thereto, filed by the Group that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

(2) if applicable, executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Exchange Act and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

(3) executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents pursuant to which the undersigned shall agree to be a member of the Group;

(4) performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(5) taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May 2024.

/s/ Jason Aryeh
JASON ARYEH

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Aaron English and James Stoner, individually, as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Lifecore Biomedical, Inc., a Delaware corporation (the "Company"), directly or indirectly beneficially owned by 22NW Fund, LP or any of its affiliates or members of its Schedule 13D group (collectively, the "Group"), and (ii) any potential proxy solicitation that may be pursued by the Group to elect a slate of director nominees to the board of directors of the Company at the 2024 annual meeting of stockholders of the Company, including any adjournments or postponements thereof (the "Solicitation"). Such action shall include, but not be limited to:

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The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May 2024.

/s/ Richard Cunningham

RICHARD CUNNINGHAM

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May 2024.

/s/ Nathaniel Calloway

NATHANIEL CALLOWAY

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May 2024.

/s/ Matthew Korenberg
MATTHEW KORENBERG

POWER OF ATTORNEY

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of May 2024.

/s/ Beau Garrett

BEAU GARRETT

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Aaron English and James Stoner, individually, as the undersigned's true and lawful attorney-in-fact to take any and all action in connection with (i) the undersigned's beneficial ownership of, or participation in a group with respect to, securities of Lifecore Biomedical, Inc., a Delaware corporation (the "Company"), directly or indirectly beneficially owned by 22NW Fund, LP or any of its affiliates or members of its Schedule 13D group (collectively, the "Group"), and (ii) any potential proxy solicitation that may be pursued by the Group to elect a slate of director nominees to the board of directors of the Company at the 2024 annual meeting of stockholders of the Company, including any adjournments or postponements thereof (the "Solicitation"). Such action shall include, but not be limited to:

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This Power of Attorney shall remain in full force and effect until the undersigned is no longer a member of the Group unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of May 2024.

/s/ Elaine J. Thibodeau

ELAINE J. THIBODEAU
