
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

LIFECORE BIOMEDICAL, INC. \DE

(Name of Issuer)

Common

(Title of Class of Securities)

514766104

(CUSIP Number)

12/31/2023

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 514766104

Names of Reporting Persons

1 LW CAPITAL MANAGEMENT, LLC

Check the appropriate box if a member of a Group (see instructions)

- 2 (a)
 (b)

3 Sec Use Only

Citizenship or Place of Organization

4 NEW YORK

Number of 5 Sole Voting Power
Shares

Beneficially 544,294.00
Owned by Shared Voting Power
Each 6
Reporting 1,033,903.00
Person Sole Dispositive Power
With: 7
544,294.00
Shared Dispositive
8 Power
1,033,903.00

Aggregate Amount Beneficially Owned by Each Reporting Person

1,578,197.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

5.2 %

Type of Reporting Person (See Instructions)

IA

SCHEDULE 13G

CUSIP No. 514766104

Names of Reporting Persons

Laughing Water Capital, LP

Check the appropriate box if a member of a Group (see instructions)

(a)

(b)

Sec Use Only

Citizenship or Place of Organization

DELAWARE

Sole Voting Power

5

0.00

Shared Voting Power

6

529,234.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8 Power

529,234.00

Aggregate Amount Beneficially Owned by Each Reporting Person

529,234.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

Percent of class represented by amount in row (9)

1.7 %
Type of Reporting Person (See Instructions)

12

PN

SCHEDULE 13G

CUSIP No. 514766104

Names of Reporting Persons

1

Laughing Water Capital II, LP

Check the appropriate box if a member of a Group (see instructions)

2

(a)

(b)

3

Sec Use Only

Citizenship or Place of Organization

4

DELAWARE

Sole Voting Power

5

0.00

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With:

Shared Voting Power

6

504,669.00

Sole Dispositive Power

7

0.00

Shared Dispositive

8

Power

504,669.00

Aggregate Amount Beneficially Owned by Each Reporting Person

9

504,669.00

Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)

10

Percent of class represented by amount in row (9)

11

1.7 %

Type of Reporting Person (See Instructions)

12

PN

SCHEDULE 13G

Item 1.

Name of issuer:

(a)

LIFECORE BIOMEDICAL, INC. \DE\

Address of issuer's principal executive offices:

(b)

3515 LYMAN BOULEVARD, CHASKA, MINNESOTA, 55318

Item 2.

(a)

Name of person filing:

LW Capital Management, LLC

Address or principal business office or, if none, residence:

(b) 41B North Village Road, Rockville Centre, NY 11570
Citizenship:

(c) New York

(d) Title of class of securities:

Common
CUSIP No.:

(e) 514766104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

Amount beneficially owned:

(a) 1,578,197

Percent of class:

(b) 5.20 %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

544,294

(ii) Shared power to vote or to direct the vote:

1,033,903

(iii) Sole power to dispose or to direct the disposition of:

544,294

(iv) Shared power to dispose or to direct the disposition of:

1,033,903

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders

of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

As the discretionary investment manager of Laughing Water Capital, LP (LWC) and Laughing Water Capital Fund II, LP (LWC2), LW Capital Management, LLC (LWCM) has power to direct the voting and disposition of shares held by LWC and LWC2 LP's.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(K), so indicate under Item 3(k) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

See Item(s) 2(a), 2(b), 2(c), 2(d) of Ownership Group - Laughing Water Capital, LP (LWC) and Laughing Water Capital Fund II, LP (LWC2), LW Capital Management, LLC (LWCM)

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11. By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

LW CAPITAL MANAGEMENT, LLC

Signature: /s/ Matthew J. Sweeney

Name/Title: Manager & Chief Compliance Officer

Date: 02/14/2024

Laughing Water Capital, LP

Signature: /s/ Matthew J. Sweeney

Name/Title: Manager & Chief Compliance Officer

Date: 02/14/2024

Laughing Water Capital II, LP

Signature: /s/ Matthew J. Sweeney

Name/Title: Manager & Chief Compliance Officer

Date: 02/14/2024