

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kiper Christopher S</u> <hr/> (Last) (First) (Middle) 12121 WILSHIRE BLVD, SUITE 1240 <hr/> (Street) LOS ANGELES CA 90025 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIFECORE BIOMEDICAL, INC. \AD\</u> [<u>LF CR</u>] <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 07/08/2024 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	07/08/2024		A ⁽⁴⁾⁽⁵⁾		30,000 ⁽²⁾⁽³⁾	A	(2)(3)	58,069 ⁽⁴⁾⁽⁵⁾	D ⁽⁴⁾⁽⁵⁾	
Common Stock ⁽¹⁾								2,772,956	I	By: Legion Partners, L.P. I ⁽⁶⁾
Common Stock ⁽¹⁾								167,184	I	By: Legion Partners, L.P. II ⁽⁷⁾
Common Stock ⁽¹⁾								200	I	By: Legion Partners Holdings, LLC ⁽⁸⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
Kiper Christopher S

 (Last) (First) (Middle)
 12121 WILSHIRE BLVD, SUITE 1240

 (Street)
 LOS ANGELES CA 90025

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Legion Partners Asset Management, LLC

 (Last) (First) (Middle)

12121 WILSHIRE BLVD., SUITE 1240

(Street)

LOS ANGELES CA 90025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

[Legion Partners, L.P. I](#)

(Last)

(First)

(Middle)

12121 WILSHIRE BLVD.
SUITE 1240

(Street)

LOS ANGELES CA 90025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

[Legion Partners, L.P. II](#)

(Last)

(First)

(Middle)

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SUITE 1240

(Street)

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(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

[Legion Partners, LLC](#)

(Last)

(First)

(Middle)

12121 WILSHIRE BLVD., SUITE 1240

(Street)

LOS ANGELES CA 90025

(City)

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(Zip)

1. Name and Address of Reporting Person *

[Legion Partners Holdings, LLC](#)

(Last)

(First)

(Middle)

12121 WILSHIRE BLVD., SUITE 1240

(Street)

LOS ANGELES CA 90025

(City)

(State)

(Zip)

1. Name and Address of Reporting Person *

[White Raymond T.](#)

(Last)

(First)

(Middle)

12121 WILSHIRE BLVD.
SUITE 1240

(Street)

LOS ANGELES CA 90025

(City)

(State)

(Zip)

Explanation of Responses:

1. This Form 4 is filed jointly by Legion Partners, L.P. I, Legion Partners, L.P. II, Legion Partners, LLC, Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), Legion Partners Holdings, LLC, Christopher S. Kiper and Raymond White (collectively, the "Reporting Persons"). Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

2. The restricted stock units convert into common stock of Lifecore Biomedical, Inc. (the "Issuer") on a 1 for 1 basis.

3. The restricted stock units will vest and be settled on the earlier of the 1st anniversary of the grant date or the date of the 2025 Annual Meeting of Stockholders (provided such date is no less than 50 weeks from grant date).

4. Mr. Kiper serves on the Board of the Issuer as a representative of Legion Partners Asset Management and its affiliates. Mr. Kiper does not have a right to any economic interest in securities of the Issuer granted to him by the Issuer in respect of his Board position, except to the extent of his role as a Managing Director of Legion Partners Asset Management. Legion Partners Asset Management is entitled to receive all of the economic interest in securities granted to Mr. Kiper by the Issuer in respect of Mr. Kiper's Board position. Mr. Kiper disclaims beneficial ownership of the Issuer's securities to which this report relates and at no time has Mr. Kiper had any economic interest in such securities except any indirect economic interest through Legion Partners Asset Management and its affiliates, entities in which Mr. Kiper has a controlling interest and investment control.

5. The securities held by Mr. Kiper as described in footnote (4), including the 30,000 restricted stock units described herein, are securities in which Legion Partners Asset Management has all of the direct economic interest. Legion Partners Holdings is the sole member of Legion Partners Asset Management and each of Messrs. Kiper and White are Managing Directors of Legion Partners Asset Management. As a result of these relationships, Legion Partners Holdings and Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners Asset Management.

6. Securities owned directly by Legion Partners I. General Partner is the general partner of Legion Partners I, Legion Partners Asset Management is the investment advisor of Legion Partners I, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners I.

7. Securities owned directly by Legion Partners II. General Partner is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners II.

8. Securities owned directly by Legion Partners Holdings. As managing members of Legion Partners Holdings, Messrs. Kiper and White may be deemed to beneficially own the securities owned directly by Legion Partners Holdings.

Remarks:

Christopher S. Kiper, a Managing Director of Legion Partners Asset Management, is a director of the Issuer. For purposes of Section 16 of the Securities Exchange Act of 1934, as amended, each of the Reporting Persons (other than Mr. Kiper) may be deemed a director by deputization by virtue of Mr. Kiper's representation on the Board of the Issuer.

/s/ Christopher S. Kiper 07/10/2024

Legion Partners Asset Management, LLC, By: /s/ Christopher S. Kiper, Managing Member 07/10/2024

Legion Partners, L.P. I, By: Legion Partners Asset Management, LLC, By: /s/ Christopher S. Kiper, Managing Member 07/10/2024

Legion Partners, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Christopher S. Kiper, Managing Member 07/10/2024

Legion Partners, LLC, By: Legion Partners Holdings, LLC, By: /s/ Christopher S. Kiper, Managing Member 07/10/2024

Legion Partners Holdings, LLC, By: /s/ Christopher S. Kiper, Managing Member 07/10/2024

/s/ Raymond White 07/10/2024

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.