

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

FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 20, 2018**

Limoneira Company
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34755
(Commission File Number)

77-0260692
(I.R.S. Employer Identification
No.)

1141 Cummings Road
Santa Paula, CA 93060
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(805) 525-5541**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 7 **Regulation FD**
Item 7.01 **Regulation FD Disclosure.**

On June 20, 2018, Limoneira Company (the “Company”) issued a press release announcing that it has entered into an agreement in the form of a binding memorandum of understanding to acquire a ranch and related assets of Fruticola San Pablo S.A in La Serena, Chile for \$13 million, subject to satisfactory due diligence to be further conducted by the Company. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in, or incorporated into, this Item 7.01, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Section 9 **Financial Statements and Exhibits**
Item 9.01 **Financial Statements and Exhibits**

(d) Exhibits

[99.1](#) [Press Release dated June 20, 2018.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 20, 2018

LIMONEIRA COMPANY

By: /s/ Mark Palamountain
Mark Palamountain
Chief Financial Officer, Treasurer and Corporate Secretary

Investor Contact:

John Mills
Partner
ICR
646-277-1254

Limoneira Expands Globally with Accretive Chilean Acquisition

- *Expected to be Accretive in Fiscal 2018 and Generate Earnings Per Share of \$0.06-\$0.08 in Fiscal 2019 -*
- *Immediately Expands Chilean Lemon and Orange Acreage Holdings by 150% -*
- *Valuable Location Adjacent to Company's Pan de Azucar Ranch and Rosales Packing House Assets -*

Santa Paula, CA., June 20, 2018 – Limoneira Company (the “Company” or “Limoneira”) (NASDAQ: LMNR), a diversified citrus packing, sales and marketing company with related agribusiness activities and real estate development operations, announced today that it has entered into an agreement in the form of a binding memorandum of understanding to acquire a ranch and related assets of Fruticola San Pablo S.A (“San Pablo”) in La Serena, Chile for \$13 million subject to satisfactory due diligence to be further conducted by the Company.

The San Pablo ranch consists of 3,317 total acres on two parcels, including 247 acres producing lemons, 61 acres producing oranges, the opportunity to immediately plant 120 acres for lemon production, as well as the potential for approximately 500 acres of avocado production.

San Pablo’s results of operations will be included in Limoneira’s consolidated results of operations from the date of closing. Limoneira expects to invest an additional \$2.8 million in fiscal 2018 and 2019 for new citrus plantings and enhanced water infrastructure to expand citrus production to 650,000 cartons of lemons and 85,000 cartons of oranges annually upon maturity of the ranch at peak production.

San Pablo’s proximity to Limoneira’s existing Pan de Azucar (PDA) ranch in a coastal region near La Serena, Chile, is advantageous given PDA’s ownership in the Rosales packing business. By adding San Pablo to the PDA assets and Rosales packing business, the Company will improve efficiencies and overall Chilean margins. Rosales will pack and sell all of the Company’s citrus production in the region under Limoneira’s *One World of Citrus*™ marketing team.

Harold Edwards, President and Chief Executive Officer, stated, “The addition of the San Pablo ranch to our growing global presence is consistent with our long-term strategy to dramatically expand our agribusiness internationally as a global, year round supplier of citrus. We have a very strong pipeline of potential acquisitions around the world, including the United States, and believe we are very well positioned to capitalize on this tremendous long-term growth opportunity.”

Alex Teague, Senior Vice President, commented, “This acquisition enables us to utilize our existing packing operation in Chile to improve margins for San Pablo’s current and future production. In addition, we will immediately begin planting additional acreage for increased lemon production. We have known the management team at San Pablo for many years and are very excited to leverage our current assets to expand production and distribution within Chile and throughout the world.”

The San Pablo acquisition is expected to close in July 2018. The Company expects the acquisition to add \$0.02 - \$0.03 in earnings per diluted share in fiscal 2018, and \$0.06 - \$0.08 in fiscal 2019.

About Limoneira Company

Limoneira Company, a 125-year-old international agribusiness headquartered in Santa Paula, California, has grown to become one of the premier integrated agribusinesses in the world. Limoneira (pronounced lı̃ mon'ãra) is a dedicated sustainability company with 11,200 acres of rich agricultural lands, real estate properties, and water rights in California, Arizona and Chile. The Company is a leading producer of lemons, avocados, oranges, specialty citrus and other crops that are enjoyed throughout the world. For more about Limoneira Company, visit www.limoneira.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on Limoneira's current expectations about future events and can be identified by terms such as "expect," "may," "anticipate," "intend," "should be," "will be," "is likely to," "strive to," and similar expressions referring to future periods.

Limoneira believes the expectations reflected in the forward-looking statements are reasonable but cannot guarantee future results, level of activity, performance or achievements. Actual results may differ materially from those expressed or implied in the forward-looking statements. Therefore, Limoneira cautions you against relying on any of these forward-looking statements. Factors which may cause future outcomes to differ materially from those foreseen in forward-looking statements include, but are not limited to: changes in laws, regulations, rules, quotas, tariffs and import laws; weather conditions that affect production, transportation, storage, import and export of fresh product; increased pressure from crop disease, insects and other pests; disruption of water supplies or changes in water allocations; pricing and supply of raw materials and products; market responses to industry volume pressures; pricing and supply of energy; changes in interest and currency exchange rates; availability of financing for land development activities; political changes and economic crises; international conflict; acts of terrorism; labor disruptions, strikes or work stoppages; loss of important intellectual property rights; inability to pay debt obligations; inability to engage in certain transactions due to restrictive covenants in debt instruments; government restrictions on land use; and market and pricing risks due to concentrated ownership of stock. Other risks and uncertainties include those that are described in Limoneira's SEC filings which are available on the SEC's website at <http://www.sec.gov>. Limoneira undertakes no obligation to subsequently update or revise the forward-looking statements made in this press release, except as required by law.
