

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

October 27, 2020

Date of Report (date of earliest event reported)

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

(IRS Employer Identification Number)

1141 Cummings Road

Santa Paula, CA 93060

(Address of Principal Executive Offices) (Zip Code)

(805) 525-5541

(Registrant's Telephone Number, Including Area Code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	LMNR	The NASDAQ Stock Market LLC (NASDAQ Global Select Market)

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.

Item 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On October 27, 2020, upon the recommendation of the Board’s Nominating and Corporate Governance Committee, the Board approved, ratified and adopted an amendment to the Company’s Amended and Restated Bylaws (the “Amendment of Bylaws”) to fix the size of the Board at ten directors. Prior to the Amendment of Bylaws, the size of the Board was fixed at nine directors.

The text of the Amendment of Bylaws is attached as Exhibit 3.1 to this report.

Section 8 **Other Events.**
Item 8.01 **Other Events.**

On October 27, 2020, the Company issued a press release announcing the appointments of Mr. Loza and Ms. Fukutomi as referenced in Item 5.02 above. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

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

[3.1](#) [Amendment to the Company’s Bylaws.](#)

[99.1](#) [Limoneira Company Press Release dated October 27, 2020](#)

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: October 28, 2020

LIMONEIRA COMPANY

By: /s/ Mark Palamountain

Mark Palamountain

Chief Financial Officer, Treasurer and Corporate Secretary

Amendment to Bylaws

ARTICLE III, Section 3.2 of the Corporation's Amended and Restated Bylaws is hereby amended and restated in its entirety to read as follows:

“Section 3.2 Exact Number of Directors.

The exact number of directors of this corporation shall be ten (10) until this Section 3.2 shall be changed by the amendment thereof duly adopted by the board of directors or by the stockholders as provided in the corporation's certificate of incorporation.”

LIMONEIRA ADDS NEW TALENT TO BOARD OF DIRECTORS

Jesus Loza and Amy Fukutomi

Industry Professionals with Years of Experience

SANTA PAULA, Calif.--(BUSINESS WIRE)—Oct. 27, 2020-- On October 27, 2020, the Board of Directors of Limoneira Company (Nasdaq: LMNR), a diversified citrus growing, packing, selling and marketing company with related agribusiness activities and real estate development operations, announced that two new board members were unanimously added to the Company's Board of Directors.

Limoneira Chairman of the Board, Gordon Kimball, stated, "We are thrilled to have these two very talented individuals join our board. Mr. Loza and Ms. Fukutomi are industry professionals with decades of experience in building successful businesses and both possess deep local knowledge and insight into Limoneira's diverse global operations."

Jesus Loza has come full circle after growing up on Limoneira's main ranch in Santa Paula with his family in the 1970s. Mr. Loza began his produce experience as a young boy working on the lemon ranches of Limoneira with the youth crews. He later graduated from Santa Paula High School and subsequently graduated from California Lutheran University. After college, he began working for a variety of produce companies and built operations from the ground up in the United States and Mexico and grew sales in Europe, Asia, and Canada. As mangos gained popularity in the U.S. Mr. Loza helped start several companies to accelerate the growth of this important fruit.

In 2004, he founded Freska Produce which under his leadership has become one of the largest distributors of mangos in the United States. The company also distributes avocados as well as provides refrigeration services to strawberry growers. Freska has strategically located distribution centers and continues to grow international sales of mangos, avocados, and other compatible products.

"My experience, literally from the ground up, has been in agriculture, and I'm confident that I can provide guidance to Limoneira on startups and acquisitions, as well as operations," said Mr. Loza. "The world is becoming increasingly complex, but I'm optimistic about the future."

Amy Fukutomi is a lifelong resident of Camarillo, California located in Ventura County. She holds a BS in Business Administration with an emphasis in real estate finance from the University of Southern California. Ms. Fukutomi held progressively responsible managerial positions at Amgen, one of the world's leading biotech companies, finishing her Amgen career in Worldwide Compliance and Business Ethics where she authored and implemented key policies involving dealing with the government, the Foreign Corrupt Practices Act, and insider trading.

In 2013, Ms. Fukutomi was named Principal Partner of Oxnard Lemon Company, a Sunkist-affiliated packinghouse. She was a Sunkist Director and Director of the Ventura County Agricultural Association. Under her leadership, Oxnard Lemon Company prospered and was ultimately acquired by Limoneira in 2018. Ms. Fukutomi currently serves as the Director of Compliance and Special Projects at Limoneira.

She also served as a director and president of the Ventura County Sheriff's Foundation and several USC Athletic Department related organizations including their Board of Governors. Ms. Fukutomi currently serves as a director of the Boys and Girls Club of Camarillo.

Ms. Fukutomi has significant experience serving as a director of businesses and non-profit organizations.

"I'm extremely excited and honored to have the unique opportunity to serve on our Board of Directors while continuing to work closely with our management team on compliance and special projects," said Ms. Fukutomi. "Implicit in Limoneira's philosophy is the importance of sound corporate governance."

About Limoneira Company

Limoneira Company, a 126-year-old international agribusiness headquartered in Santa Paula, California, has grown to become one of the premier integrated agribusinesses in the world. Limoneira (pronounced lē mon'āra) is a dedicated sustainability company with 15,400 acres of rich agricultural lands, real estate properties, and water rights in California, Arizona, Chile, and Argentina. 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.

Investor:

John Mills

Managing Partner

ICR 646-277-1254

Corporate Communications:

John Chamberlain

Vice President Global Marketing

Limoneira

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