

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): August 25, 2016

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))
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Section 7 Regulation FD Disclosure

Item 7.01 Regulation FD Disclosure

On August 25, 2016, Limoneira (the “Company”) issued a press release, which updated the Company’s fiscal year 2016 guidance ranges. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K (the “Current Report”), and the text of the press release is incorporated by reference into this “Item 7.01 Regulation FD Disclosure.”

With respect to the Company’s expectations in the press release under “Updating Avocado Fiscal Year 2016 Outlook,” reconciliation of EBITDA guidance to the closest GAAP measure is not available without unreasonable efforts on a forward-looking basis due to the high variability, complexity and low visibility with respect to the changes excluded from this non-GAAP measure. The Company expects the variability of the above changes to have a significant, and potentially unpredictable impact on its future GAAP financial results.

The information in this Current Report is being furnished and shall not be considered “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liability of such section, nor shall it be incorporated by reference into future filings by the Company under the Securities Act of 1933, as amended, or under the Exchange Act, unless the Company expressly sets forth in such future filing that such information is to be considered “filed” or incorporated by reference therein. This information shall not be deemed an admission as to the materiality of such information that is required to be disclosed solely by Regulation FD.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Limoneira press release, dated August 25, 2016.

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: August 26, 2016

LIMONEIRA COMPANY

By: /s/ Joseph D. Rumley
Joseph D. Rumley
Chief Financial Officer, Treasurer and Corporate Secretary

**Investor Contact:**

John Mills
Partner
ICR
646-277-1254

Limoneira Provides Update on Positive 2016 Avocado Harvest

*-Company Sold Approximately 11 Million Pounds of Avocado's in Fiscal
2016 at \$0.95 Per Pound-*

Santa Paula, CA., August 25, 2016 – Limoneira Company (NASDAQ: LMNR), a leading agribusiness with prime agricultural land and operations, real estate and water rights in California and Arizona, today announced an update on its recent avocado harvest and disposition of certain assets. In addition, the Company will report its financial results for the third quarter ended July 31, 2016 on Thursday, September 8, 2016.

Updating Avocado Fiscal Year 2016 Outlook

For the fiscal year ending October 31, 2016, the Company sold approximately 11.0 million pounds of avocados at approximately \$0.95 per pound which exceeded the upper end of its previous fiscal 2016 guidance range. The Company continues to expect to sell between 2.7 million and 3.0 million cartons of fresh lemons at an average price of approximately \$23.00 per carton.

For fiscal year 2016, the Company expects GAAP operating income for fiscal year 2016 to be approximately \$8.6 million to \$9.1 million. Including approximately \$3.4 million gain on sale of stock in Calavo Growers, Inc., fiscal year 2016 EBITDA is now expected to be in the range of \$18.9 million to \$19.4 million and fiscal year 2016 earnings per diluted share are expected to be in the range of \$0.45 to \$0.50. Excluding \$1.2 million of transaction costs incurred in connection with the Limoneira/Lewis joint venture and the gain on sale of Calavo Growers Inc. stock, fiscal year 2016 EBITDA and earnings per diluted share are expected to be in the range of \$16.7 million to \$17.2 million and \$0.33 to \$0.38, respectively.

About Limoneira Company

Limoneira Company, a 124-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'ára) is a dedicated sustainability company with approximately 10,700 acres of rich agricultural lands, real estate properties and water rights in California and Arizona. 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.
