

Limoneira CO  
Form 8-K  
January 29, 2018

**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): January 23, 2018**

**Limoneira Company**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-34755</b>	<b>77-0260692</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(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**

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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 5- Corporate Governance and Management**

### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The Compensation Committee of the Board of Directors (the “Committee”) of Limoneira Company (the “Company”), at its January 23, 2017 meeting, approved a Form of Amended Award Agreement, which is subject to the terms of the Amended and Restated 2010 Omnibus Incentive Plan, as amended (the “Plan”), pursuant to which the Company may grant a variety of stock incentive awards to participating employees of the Company (“Awards”). The Plan was previously filed as Exhibit 10.1 to the Form 8-K filed by the Company with the Securities and Exchange Commission on March 31, 2017.

The Form of Amended Award Agreement (the “Award Agreement”) now reflects operating income as an additional performance criteria to be used by the Committee when determining the amount of the Award, in addition to the previously used net income performance criteria. Both such criteria are included under the Plan, as previously approved by stockholders, as possible performance criteria to be used by the Company. The Awards are subject to the terms and conditions of the Plan and the Award Agreement. This summary is not intended to be complete and is qualified in its entirety by reference to the Award Agreement in Exhibit 10.1 of this Form 8-K and is incorporated herein by reference.

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits**

#### 10.1 Form of Amended Award Agreement

**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: January 29, 2018 LIMONEIRA COMPANY

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