

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**LIMONEIRA COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**77-0260692**

(I.R.S. Employer Identification No.)

**1141 Cummings Road, Santa Paula, California**

(Address of principal executive offices)

**93060**

(Zip Code)

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

**Title of each class to be so registered**

**Common Stock, par value \$0.01 per share**

**Name of each exchange on which  
each class is to be registered**

**The NASDAQ Stock Market LLC**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. ☐

Securities Act registration statement file number to which this Form relates: 000-53885

Securities to be registered pursuant to Section 12(g) of the Act: None

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#### INFORMATION REQUIRED IN REGISTRATION STATEMENT

**Item 1. Description of Registrant's Securities to Be Registered.**

A description of the Common Stock, par value \$0.01 per share, of LIMONEIRA COMPANY is set forth under the caption "DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED" in LIMONEIRA COMPANY's Registration Statement on Form 10 (File No. 000-53885) originally filed with the Securities and Exchange Commission on February 12, 2010, as amended, which description is incorporated in this Item 1 by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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#### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

LIMONEIRA COMPANY

Dated: May 25, 2010

By: /s/ Harold S. Edwards  
Harold S. Edwards  
President and Chief Executive Officer

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