

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): December 18, 2014 (December 16, 2014)

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 5 Corporate Governance & Management

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

On December 16, 2014, the Board of Directors (the “Board”) of Limoneira Company (the “Company”) 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 eleven directors. As previously disclosed, Mr. Alan M. Teague, Chairman of the Board, passed away on September 11, 2014. Mr. Gordon E. Kimball, then serving as a member of the Board, was elected to the position of Chairman. The Amendment of Bylaws was undertaken for the purpose of eliminating the vacancy of the position previously filled by Mr. Kimball.

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

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statement and Exhibits

(d) Exhibits

3.1 Amendment to Amended and Restated Bylaws

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: December 18, 2014

LIMONEIRA COMPANY

By: /s/ Joseph D. Rumley

Joseph D. Rumley

Chief Financial Officer, Treasurer and Corporate Secretary

**AMENDMENT TO AMENDED AND RESTATED BYLAWS OF
LIMONEIRA COMPANY**

Limoneira Company (the "**Corporation**"), a Delaware corporation, hereby adopts this Amendment to its Amended and Restated Bylaws, effective as of December 16, 2014, as follows:

1. 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:

"3.2 EXACT NUMBER OF DIRECTORS.

The exact number of directors of the 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."
