

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

**January 22, 2026**

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

*Resignation of Mark Palamountain as Chief Financial Officer and Treasurer*

On January 22, 2026, Mark Palamountain notified the Chief Executive Officer (the “CEO”) of Limoneira Company (the “Company”), Harold S. Edwards, of his decision to resign from his position as Executive Vice President, Chief Financial Officer (“CFO”) and Treasurer of the Company. The effective date of Palamountain’s departure has not yet been determined.

Mr. Palamountain will remain available to the Company in an advisory capacity following his departure to assist with ongoing initiatives and support the leadership transition. Compensation to Mr. Palamountain, if any, for these services has not been determined as of the date of this filing.

*Appointment of Gregory C. Hamm as Chief Financial Officer and Treasurer*

On January 27, 2026, the Board of Directors of the Company (the “Board”) approved the appointment of Gregory C. Hamm, the current Vice President and Corporate Controller of the Company, as the Vice President, CFO and Treasurer of the Company, effective as of the effective date of Mr. Palamountain’s resignation.

Mr. Hamm, age 64, has served as the Corporate Controller of the Company since 2004, and as the Vice President and Corporate Controller since 2008. Mr. Hamm has served as a member of the Board of Directors for Limoneira’s Federal Credit Union since 2011 and as President of Limoneira’s Federal Credit Union from 2011 – 2021. Prior to joining the Company, Mr. Hamm served as the Corporate Controller for Enterprise Fish Co. and Hurry Curry of Tokyo Restaurants. Mr. Hamm is a graduate of the University of California at Santa Barbara where he earned a Bachelor of Arts Degree in Business Economics with an Accounting Emphasis.

There was no arrangement or understanding between Mr. Hamm and any other persons pursuant to which Mr. Hamm was elected as an officer, and as of the date hereof, there are no transactions or proposed transactions between Mr. Hamm and the Company that require disclosure pursuant to Item 404(a) of Regulation S-K (17 CFR 229.404(a)), nor any familial relationships required to be disclosed pursuant to Item 401(d) of Regulation S-K (17 CFR 229.401(d)).

In connection with Mr. Hamm’s new position, he will receive a base salary of \$350,000. His existing transaction bonus agreement will also be amended to align with the terms of Mr. Palamountain’s transaction bonus agreement, such that it will provide for a base amount of \$2,225,000 (the “Transaction Bonus”), provided that the price per share of common stock received in qualifying transactions is at least equal to \$28.00 per share (the “Base Share Price”). Mr. Hamm’s Transaction Bonus will increase for any increase in share price above the Base Share Price in \$0.25 increments up to, but not including, \$40.00 per share (the “Target Share Price”). If the price per share is equal to the Target Share Price, Mr. Hamm will receive a Transaction Bonus of \$3,150,000 (the “Hamm Target Transaction Bonus Amount”). For every \$1.00 increase above the Target Share Price, the Hamm Target Transaction Bonus Amount will be increased by \$37,500.

Mr. Hamm’s existing change in control agreement will also be amended to align with the terms of Mr. Palamountain’s change in control agreement, such that it will provide that if he is terminated without cause or resigns for good reason during the period (a) commencing upon the earlier of (i) the execution by the Company of a definitive agreement, the consummation of which would constitute a change in control of the Company or (ii) ninety (90) days prior to a change in control of the Company, and (b) ending twelve (12) months after a change in control of the Company, and subject to his execution of a release in favor of the Company, he will receive: (x) a payment equal to 200% of his base salary at the time of the change in control of the Company, to be paid in a single cash payment, and (y) COBRA continuation coverage for up to twenty-four (24) months following the separation.

Mr. Hamm will also participate in other compensation arrangements available to executive officers, as described in the Company’s 2025 Proxy Statement.

A copy of the Company’s press release regarding the resignation of Mr. Palamountain and the appointment of Mr. Hamm is attached hereto as Exhibit 99.1.

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**Item 9.01 Financial Statements and Exhibits**

Exhibits

[99.1](#) [Limoneira Company Press Release dated January 28, 2026](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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 28, 2026

LIMONEIRA COMPANY

By: /s/ Mark Palamountain

Mark Palamountain

Chief Financial Officer and Treasurer

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### **Limoneira Announces Chief Financial Officer Succession**

*Greg Hamm to Succeed Mark Palamountain as Chief Financial Officer*

SANTA PAULA, Calif.--(BUSINESS WIRE)—January 28, 2026-- Limoneira Company (the “Company” or “Limoneira”) (Nasdaq: LMNR), a diversified lemon and avocado growing and lemon packing company with related agribusiness activities and real estate development operations, today announced that Mark Palamountain will step down from his role as Chief Financial Officer to pursue interests outside of the Company. Greg Hamm, who has served as Corporate Controller since 2004 and as Vice President and Corporate Controller since 2008, will succeed Palamountain as Chief Financial Officer. The effective date of Palamountain’s departure and Hamm’s appointment has not been determined and Palamountain will remain available to Limoneira in an advisory capacity following his departure to assist with ongoing initiatives and support the leadership transition.

Harold Edwards, President and Chief Executive Officer of the Company, stated, “Mark has been an invaluable member of our leadership team and finance organization since joining Limoneira in 2012, and his contributions as Chief Financial Officer since 2018 have been instrumental in our Company’s strategic transformation. As part of our commitment to succession planning, we previously identified Greg as a candidate for Chief Financial Officer and have worked closely with him over the years to prepare him for this role. His close working relationship with Mark and his comprehensive understanding of our business operations will ensure a smooth and effective transition. I work closely with Greg on a daily basis and am confident in his ability to drive our financial strategy forward.”

Mark Palamountain, Chief Financial Officer, stated, “I am grateful for the opportunity to have served Limoneira during such a transformative period. The Company is well-positioned for continued success, and I have complete confidence in Greg’s ability to lead the finance organization forward. His extensive knowledge of our operations and strong relationships with our stakeholders will ensure a seamless transition.”

Palamountain’s tenure as Chief Financial Officer coincided with a period of significant evolution for Limoneira, including the Company’s strategic shift toward diversified operations, enhanced cost management, and the recent partnership with Sunkist. His deep understanding of agricultural operations, financial markets, and strategic planning has been crucial to positioning the Company for sustained growth.

Hamm’s appointment reflects a carefully developed succession plan designed to promote strategic continuity in finance, risk management and capital allocation. Hamm brings over two decades of experience with Limoneira, having joined the company in 2004. Throughout his tenure, he has demonstrated exceptional leadership across multiple areas of the finance organization and has worked closely with the company’s auditors, bankers, and investors. His deep institutional knowledge and proven track record make him ideally suited to assume the Chief Financial Officer role.

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As part of the leadership transition, Kelly Lindell, who has been with the Company since 2019, will assume the role of Corporate Controller. Lindell has been instrumental in the Company's SEC reporting processes and has reported directly to Hamm since joining the organization.

### **About Limoneira Company**

Limoneira Company, a 133-year-old international agribusiness headquartered in Santa Paula, California, has grown to become one of the premier integrated agribusinesses in the world. Limoneira (lē moñ âra) is a dedicated sustainability company with 7,000 acres of rich agricultural lands, real estate properties, and water rights in California, Arizona and Argentina. The Company is a leading producer of lemons and avocados that are enjoyed throughout the world. For more about Limoneira Company, visit [www.limoneira.com](http://www.limoneira.com).

### **Forward Looking Statements**

*This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are based on Limoneira's current expectations about future events and can be identified by terms such as "could," "expect," "may," "anticipate," "outlook," "plans," "intend," "should," "will," "likely," "strive," and similar expressions referring to future periods.*

*Limoneira believes the expectations reflected in the forward-looking statements are reasonable but cannot guarantee future results, level of activity, performance or achievements. Actual results may differ materially from those expressed or implied in the forward-looking statements. Therefore, Limoneira cautions you against relying on any of these forward-looking statements. Factors that may cause future outcomes to differ materially from those foreseen in forward-looking statements include, but are not limited to: success in executing the Company's business plans and strategies; changes in laws, regulations, rules, quotas, tariffs and import laws; weather conditions that affect production, transportation, storage, import and export of fresh produce; increased pressure from crop disease, insects and other pests; disruption of water supplies or changes in water allocations; disruption in the global supply chain; pricing and supply of raw materials and products; market responses to industry volume pressures; pricing and supply of energy; inability to pay debt obligations; ability to maintain compliance with debt covenants under our loan agreements or obtain modifications, waivers or deferrals of such covenants; changes in interest rates and the impact of inflation; availability of financing for land development activities; general economic conditions for residential and commercial real estate development; political changes and economic crises; international conflict; acts of terrorism; labor disruptions, strikes or work stoppages; government restrictions on land use; the impact of foreign exchange rate movements; loss of important intellectual property rights; and market and pricing risks due to concentrated ownership of stock. Other risks and uncertainties include those that are described in Limoneira's SEC filings that are available on the SEC's website at <http://www.sec.gov>. Limoneira undertakes no obligation to subsequently update or revise the forward-looking statements made in this press release, except as required by law.*

### **Investors:**

John Mills  
Managing Partner  
ICR 646-277-1254

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