

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): September 24, 2013

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 and Management
Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On September 24, 2013, the Board of Directors (the “Board”) of Limoneira Company (the “Company”) approved, ratified and adopted an amendment of the bylaws (the “Amendment of Bylaws”) to authorize the Board to appoint non-director committee members to any committee previously designated by the Board, except for the Audit & Finance Committee, the Compensation Committee, the Nominating & Corporate Governance Committee, or any other committee which, pursuant to applicable laws, must be comprised solely of directors. The text of the Amendment of Bylaws is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits
Item 9.01 Financial Statements 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.

Date: September 25, 2013

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**

The Amended and Restated Bylaws of Limoneira Company is hereby amended by adding thereto a section 5.2 which shall read in full as follows:

“NON-DIRECTOR COMMITTEE MEMBERS.

The board of directors may from time to time appoint to any committee previously designated by the board of directors, one or more persons to serve as non-director committee members whose business expertise and experience would enable them to provide valuable information and insights to the committee and the board of directors. This provision does not apply, however, to the Audit & Finance Committee, the Compensation Committee, the Nominating & Corporate Governance Committee, or any other committee which, pursuant to applicable laws, must be comprised solely of directors.

The term and compensation of any non-director committee member shall be at the sole discretion of the board of directors. Non-director committee members may, attend all meetings of the committee to which they were appointed and, at the discretion of the board of directors, all meetings of the board of directors. Attendance at any executive session of the board of directors by such non-director committee members is solely at the discretion of the chairman of the board. Non-director committee members shall neither serve as the chairperson of any committee nor account for a majority of any committee’s members. Non-director committee members shall not have the right to vote on matters submitted to the committee or board of directors and their presence or absence shall not be taken into account for purposes of determining a quorum.”
