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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

- Preliminary proxy statement
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))
- Definitive proxy statement
- Definitive additional materials
- Soliciting material under § 240.14a-12

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**LIMONEIRA COMPANY**

(Name of Registrant as Specified in its Charter)

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N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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**LIMONEIRA COMPANY**  
**1141 Cummings Road**  
**Santa Paula, California 93060**

**SUPPLEMENT TO 2024 PROXY STATEMENT**  
**February 20, 2024**

Dear Stockholder:

This supplement (the "Supplement") amends and supplements the 2024 Proxy Statement of Limoneira Company (the "Company"), dated February 12, 2024 (the "Proxy Statement"), which was furnished to stockholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Company's 2024 Annual Meeting of Stockholders to be held on Tuesday, March 26, 2024, at 10:00 a.m. Pacific Time.

This Supplement updates the disclosure in the Proxy Statement on the voting requirements for and the effect of abstentions on "Proposal 2: Advisory Vote on Executive Compensation" ("Proposal 2"). Proposal 2 requires the affirmative vote of the holders of at least a majority of the outstanding shares present, in person or by proxy, at the Annual Meeting and entitled to vote thereon; therefore, an abstention will have the effect of a vote against such proposal. Broker non-votes will have no impact on the proposal.

**Proposal 2**

The vote required to approve Proposal 2 as described on page 48 of the Proxy Statement under the heading "Required Vote for Stockholder Approval" is hereby amended and restated in its entirety as follows:

"The affirmative vote of the holders of at least a majority of the outstanding shares present, in person or by proxy, at the Annual Meeting and entitled to vote thereon is required to approve this proposal. Abstentions will have the same effect as a vote "against" the proposal. Broker non-votes will have no impact on the proposal."

**Voting Matters**

Except as specifically supplemented by the information in this Supplement, all information set forth in the Proxy Statement remains unchanged. From and after the date of this Supplement, all references to the "Proxy Statement" are to the Proxy Statement as supplemented hereby. The Proxy Statement contains important information, and this Supplement should be read in conjunction with the Proxy Statement.

If you have already voted, you do not need to vote again unless you would like to change or revoke your prior vote on any proposal. If you would like to change or revoke your prior vote on any proposal, please refer to page 5 of the Proxy Statement for instructions on how to do so.

By order of the Board of Directors,

/s/ Mark Palamountain  
Mark Palamountain  
Chief Financial Officer and Treasurer

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