

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Local Bounti Corporation

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

53960E106

(CUSIP Number)

Rebecca E. Renzas
CHS Management Group, LLC, PO Box 2226
Palm Beach, FL, 33480
(561) 532-4007

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/01/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☒

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 53960E106

1	Name of reporting person Live Oak Ventures, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 858,284.00
	9	Sole Dispositive Power
	10	Shared Dispositive Power 858,284.00
11	Aggregate amount beneficially owned by each reporting person 858,284.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 3.9 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person:
Row 13:

Based on 22,103,180 shares of common stock ("Common Stock") of Local Bounti Corporation (the "Company") outstanding as of August 1, 2025, based upon information provided by the Company to the Reporting Person.

SCHEDULE 13D

CUSIP No.	53960E106
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1	Name of reporting person The Charles & Helen Schwab Living Trust U/A DTD 11/22/1985
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization FLORIDA

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 282,112.00
	9	Sole Dispositive Power
	10	Shared Dispositive Power 282,112.00
11	Aggregate amount beneficially owned by each reporting person 282,112.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 1.3 %	
14	Type of Reporting Person (See Instructions) OO	

Comment for Type of Reporting Person:

Rows 8, 10:

Includes 10,758 shares of Common Stock held by Olive Street Ventures, LLC ("Olive Street") of which The Charles & Helen Schwab Living Trust U/A DTD 11/22/1985 (the "Trust") may be deemed to retain a beneficial interest. The Trust disclaims beneficial ownership over the 10,758 shares of Common Stock held by Olive Street.

Row 13:

Based on 22,103,180 shares of Common Stock outstanding as of August 1, 2025, based upon information provided by the Company to the Reporting Person.

SCHEDULE 13D

CUSIP No.	53960E106
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1	Name of reporting person Charles R. Schwab
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 13,361,427.00
	9	Sole Dispositive Power
	10	Shared Dispositive Power 13,361,427.00
11	Aggregate amount beneficially owned by each reporting person 13,361,427.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input checked="" type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 59.9 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:
Rows 8, 10:

Includes: (i) 858,284 shares of Common Stock held by Live Oak Ventures, LLC ("Live Oak") of which Mr. Schwab is the manager and for which he has sole voting and dispositive power; (ii) 10,758 shares of Common Stock held by Olive Street, for which Mr. Schwab and his spouse Helen O. Schwab, as trustees of the Trust, may be deemed to share voting and dispositive power; (iii) 12,217,094 shares of Common Stock held by U.S. Bounti, LLC ("U.S. Bounti"), including 221,031 shares of Common Stock issuable upon exercise of the Note (as defined below) or the Warrant (as defined below) within 60 days of the date hereof, of which Mr. Schwab is the manager and for which he has sole voting and dispositive power; (iv) 48,909 shares of Common Stock held by the Trust for which Mr. Schwab is acting as sole trustee; and (v) 222,445 shares of Common Stock held by the Trust, for which Mr. Schwab and his spouse Helen O. Schwab act as co-trustees. Mr. Schwab disclaims beneficial ownership over the 10,758 shares of Common Stock held by Olive Street.

Row 11:

Excludes 4,328,969 aggregate shares of Common Stock issuable upon exercise of the Note and the Warrant, the issuance of which is subject to stockholder approval. See Item 3.

Row 13:

Based on 22,103,180 shares of Common Stock outstanding as of August 1, 2025, based upon information provided by the Company to the Reporting Person.

SCHEDULE 13D

CUSIP No.	53960E106
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1	Name of reporting person U.S. Bounti, LLC
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) OO

5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power
	8	Shared Voting Power 12,221,031.00
	9	Sole Dispositive Power
	10	Shared Dispositive Power 12,221,031.00
11	Aggregate amount beneficially owned by each reporting person 12,221,031.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input checked="" type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 54.7 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:

Row 11:

Excludes 4,328,969 aggregate shares of Common Stock issuable upon exercise of the Note and the Warrant, the issuance of which is subject to stockholder approval. See Item 3.

Row 13:

Based on 22,103,180 shares of Common Stock outstanding as of August 1, 2025, based upon information provided by the Company to the Reporting Person.

SCHEDULE 13D

CUSIP No.	53960E106
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1	Name of reporting person Charles R. Schwab, Jr.
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>

6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 500,000.00
	8	Shared Voting Power
	9	Sole Dispositive Power 500,000.00
	10	Shared Dispositive Power
11	Aggregate amount beneficially owned by each reporting person 500,000.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 2.3 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:
Row 13:
Based on 22,103,180 shares of Common Stock outstanding as of August 1, 2025, based upon information provided by the Company to the Reporting Person.

SCHEDULE 13D

CUSIP No.	53960E106
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1	Name of reporting person Michael Molnar
2	Check the appropriate box if a member of a Group (See Instructions) <input type="checkbox"/> (a) <input checked="" type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions) PF
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 69,592.00
	8	Shared Voting Power
	9	Sole Dispositive Power 69,592.00
	10	Shared Dispositive Power
11	Aggregate amount beneficially owned by each reporting person 69,592.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) <input type="checkbox"/>	
13	Percent of class represented by amount in Row (11) 0.3 %	
14	Type of Reporting Person (See Instructions) IN	

Comment for Type of Reporting Person:
Row 13:

Based on 22,103,180 shares of Common Stock outstanding as of August 1, 2025, based upon information provided by the Company to the Reporting Person.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Common Stock, par value \$0.0001 per share

(b) Name of Issuer:

Local Bounti Corporation

(c) Address of Issuer's Principal Executive Offices:

490 Foley Lane, Hamilton, MONTANA , 59840.

Item 1 Comment:

This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission on April 7, 2025 (as amended to date, the "Schedule 13D"), relating to the shares of Common Stock of the Company. This Amendment No. 2 is being filed to reflect the entry into the August 2025 Purchase Agreement described in Item 3 by certain of the Reporting Persons, and the corresponding issuance of the Note (as defined below) and the Warrant (as defined below), and the resultant change in the percentage of shares of Common Stock previously reported by certain of the Reporting Persons. Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable. Except as otherwise specified in this Amendment No. 2, all items in the Schedule 13D are unchanged. Capitalized terms used herein without definition shall have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and supplemented as follows:

Convertible Note and Warrant Purchase Agreement

On August 1, 2025, the Company and U.S. Bounti entered into a convertible note and warrant purchase agreement (the "August 2025 Purchase Agreement") pursuant to which U.S. Bounti acquired (i) a convertible note with an initial principal balance of \$10,000,000 (the "Note") and (ii) a Common Stock purchase warrant (the "Warrant") pursuant to which U.S. Bounti has the right to purchase and acquire 550,000 shares of Common Stock, for a combined purchase price of \$10,000,000 (collectively, the "August 2025 PIPE Investment"). These purchases were funded using cash on hand.

Item 5. Interest in Securities of the Issuer

(a) Item 5 is hereby amended and restated as follows:

(a) The information contained on the cover pages of this Schedule 13D is incorporated herein by reference.

(b) The information contained on the cover pages of this Schedule 13D is incorporated herein by reference.

(c) Except as described herein, none of the Reporting Persons has had any transactions in the Common Stock since the filing of Amendment No. 1 to the Schedule 13D on June 16, 2025.

(d) Except as set forth herein, to the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any shares of Common Stock.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented as follows:

Convertible Note and Warrant Purchase Agreement

The Note bears interest at a rate of 6.0% per year, commencing on the date of the initial issuance of the Note (the "Issuance Date"). Interest will accrue semi-annually on each June 30 and December 31, commencing December 31, 2025 (each, a "PIK Interest Payment Due Date"), and will be payable semi-annually in arrears on each PIK Interest Payment Due Date by automatically increasing the principal amount of the Note by the amount of such interest (with such increased amount thereafter accruing interest as well) on each PIK Interest Payment Due Date ("PIK Interest").

From time to time after the third anniversary of the Issuance Date, interest may be payable quarterly in arrears in cash on each March 31, June 30, September 30 and December 31, commencing December 31, 2028 (each, a "Cash Interest Payment Due Date"), in each case, in an amount equal to interest accrued during the quarter ending on such Cash Interest Payment Due Date, so long as certain conditions are met as set forth in the Note.

During the term of the Note, the Note will be convertible into shares of Common Stock from time to time at the option of U.S. Bounti, upon delivery on one or more occasions of a written notice to the Company electing to convert all or any portion of the Note Obligations Amount (as defined in the Note). The initial conversion price of the Note is \$2.50 per share of Common Stock (the "Conversion Price"). The Conversion Price is subject to adjustment for stock splits, dividends or distributions, recapitalizations or similar transactions.

On the fourth anniversary of the Issuance Date, fifty percent (50%) of the Note Obligations Amount will be automatically converted into shares of Common Stock at the Conversion Price. The remaining fifty percent (50%) of the Note Obligations Amount will be automatically converted into shares of Common Stock at the Conversion Price on August 1, 2030, the maturity date of the Note. Notwithstanding the foregoing, however, fifty percent (50%) of the Note Obligations Amount may be payable in cash on the fourth anniversary of the Issuance Date, with the remaining fifty percent (50%) of the Note Obligations Amount repaid in cash on the maturity date of the Note, so long as certain conditions are met as set forth in the Note.

Conversion of the full initial principal amount of the Note would result in the issuance of 4,000,000 shares of Common Stock if converted at \$2.50 per share, which amount is subject to increase by any PIK Interest that is added to the outstanding principal under the terms of the Note.

The August 2025 Purchase Agreement includes customary representations, warranties and covenants and sets forth certain events of default upon which the Note may be declared immediately due and payable. The Note is subordinated to the obligations under the Credit Agreement, originally dated as of September 3, 2021 and as amended, restated, supplemented or otherwise modified to date, by and among Local Bounti Operating Company LLC, a Delaware limited liability company ("Opco"), each subsidiary of Opco identified as a "Borrower" therein, and Cargill Financial Services International, Inc., a Delaware corporation.

The Warrant is exercisable immediately at an exercise price of \$0.125 per share of Common Stock and will expire 10 years from its initial exercise date.

Pursuant to the terms of the August 2025 Purchase Agreement, U.S. Bounti will not have the right to receive, upon conversion of the Note or exercise of the Warrant, any shares of Common Stock if the issuance of such shares of Common Stock would exceed 1% of the issued and outstanding Common Stock as of August 1, 2025, except that such limitation will not apply after the date that stockholder approval is obtained and deemed effective, as required by the rules and regulations of the New York Stock Exchange (the "Required Stockholder Approval"). The Company is required to seek the Required Stockholder Approval at a special stockholders meeting within three months of the closing of the August 2025 PIPE Investment.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended and supplemented as follows:

Exhibit 5. Convertible Note by and between Local Bounti Corporation and U.S. Bounti, LLC (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed with the SEC on August 4, 2025).

Exhibit 6. Common Stock Purchase Warrant issued by Local Bounti Corporation to U.S. Bounti, LLC (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed with the SEC on August 4, 2025).

Exhibit 7. Convertible Note and Warrant Purchase Agreement, dated August 1, 2025, by and between Local Bounti Corporation and U.S. Bounti, LLC (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed with the SEC on August 4, 2025).

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Live Oak Ventures, LLC

Signature: /s/ Charles R. Schwab
Name/Title: Charles R. Schwab/Manager
Date: 08/05/2025

The Charles & Helen Schwab Living Trust U/A DTD 11/22/1985

Signature: /s/ Charles R. Schwab
Name/Title: Charles R. Schwab/Trustee
Date: 08/05/2025

Charles R. Schwab

Signature: /s/ Charles R. Schwab
Name/Title: Charles R. Schwab
Date: 08/05/2025

U.S. Bounti, LLC

Signature: /s/ Charles R. Schwab
Name/Title: Charles R. Schwab/Manager
Date: 08/05/2025

Charles R. Schwab, Jr.

Signature: /s/ Charles R. Schwab, Jr.
Name/Title: Charles R. Schwab, Jr.
Date: 08/05/2025

Michael Molnar

Signature: /s/ Michael Molnar
Name/Title: Michael Molnar
Date: 08/05/2025