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

SCHEDULE 13G

**UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)***

Local Bounti Corporation
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

53960E205
(CUSIP Number)

December 31, 2023
(Date of Event Which Requires Filing of this Statement)

Check the Appropriate Box to Designate the Rule Pursuant to Which this Schedule Is Filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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*).

1.	Names of Reporting Persons Leo Investors III LP
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>
3.	SEC Use Only
4.	Citizenship or Place of Organization Cayman Islands
Number of Shares Beneficially Owned By Each Reporting Person With	5. Sole Voting Power 0
	6. Shared Voting Power 81,789⁽¹⁾
	7. Sole Dispositive Power 0
	8. Shared Dispositive Power 81,789⁽¹⁾
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 81,789⁽¹⁾
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>
11.	Percent of Class Represented By Amount in Row (9) 0.98%⁽²⁾
12.	Type of Reporting Person (See Instructions) PN

(1) Represents (i) 3,987 shares of common stock (“Common Shares”) and (ii) 77,802 Common Shares issuable in respect of 1,011,427 warrants to purchase common stock (“Warrants”).

(2) Calculated based upon 8,271,783 Common Shares outstanding as of November 6, 2023, as reported on the Issuer’s Form 10-Q filed November 14, 2023, as increased by 77,802 Common Shares issuable in respect of 1,011,427 Warrants.

1.	Names of Reporting Persons Leo Investors GP III Ltd	
2.	Check The Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC Use Only	
4.	Citizenship or Place of Organization Cayman Islands	
Number of Shares Beneficially Owned By Each Reporting Person With	5.	Sole Voting Power 0
	6.	Shared Voting Power 81,789⁽¹⁾
	7.	Sole Dispositive Power 0
	8.	Shared Dispositive Power 81,789⁽¹⁾
9.	Aggregate Amount Beneficially Owned by Each Reporting Person 81,789⁽¹⁾	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares <input type="checkbox"/>	
11.	Percent of Class Represented By Amount in Row (9) 0.98%⁽²⁾	
12.	Type of Reporting Person (See Instructions) OO	

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(2) Calculated based upon 8,271,783 Common Shares outstanding as of November 6, 2023, as reported on the Issuer's Form 10-Q filed November 14, 2023, as increased by 77,802 Common Shares issuable in respect of 1,011,427 Warrants.

Item 1(a). Name of Issuer

Local Bounti Corporation (the "Issuer")

Item 1(b). Address of the Issuer's Principal Executive Offices

490 Foley Lane
Hamilton, MT 59840

Item 2(a). Names of Persons Filing

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

- (i) Leo Investors III LP
- (ii) Leo Investors GP III Ltd

Item 2(b). Address of the Principal Business Office, or if none, Residence

Leo Investors III LP
21, Grosvenor Place
London, England SW1X 7HF

Leo Investors GP III Ltd
PO Box 309, Ugland House,
Grand Cayman, Cayman Islands KY1-1104

Item 2(c). Citizenship

See response to Item 4 on each cover page.

Item 2(d). Title of Class of Securities

Common Stock, par value \$0.0001 per share.

Item 2(e). CUSIP Number

53960E205

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a (n):

Not Applicable

Item 4. Ownership

(a) Amount beneficially owned:

See responses to Item 9 on each cover page.

(b) Percent of Class:

See responses to Item 11 on each cover page.

(c) Number of shares as to which the Reporting Person has:

(i) Sole power to vote or to direct the vote:

See responses to Item 5 on each cover page.

(ii) Shared power to vote or to direct the vote:

See responses to Item 6 on each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See responses to Item 7 on each cover page.

(iv) Shared power to dispose or to direct the disposition of:

See responses to Item 8 on each cover page.

The reported securities are held by Leo Investors III LP, which is controlled by its general partner, Leo Investors GP III Ltd and each of the foregoing may be deemed to be the beneficial owner of the reported securities. Leo Investors GP III Ltd is governed by a three member board of directors. Each director has one vote, and the approval of a majority of the directors is required to approve an action of Leo Investors III LP. No individual director of Leo Investors GP III Ltd exercises voting or dispositive control over the reported securities and, therefore, no individual director of Leo Investors GP III Ltd has or shares beneficial ownership of such securities. This Statement shall not be construed as an admission that either Reporting Person or any individual director of Leo Investors GP III Ltd is the beneficial owner of any securities covered by this Statement.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

Not Applicable.

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.

Dated: January 26, 2024

Leo Investors III LP

By: Leo Investors GP III Ltd., its general partner

By: /s/ Simon Brown

Name: Simon Brown

Title: Director

Leo Investors GP III Ltd

By: /s/ Simon Brown

Name: Simon Brown

Title: Director

EXHIBIT LIST

Exhibit A Joint Filing Agreement, dated as of February 11, 2022, incorporated by reference to the Schedule 13G filed February 11, 2022.