

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): October 14, 2025



LOCAL BOUNTI CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

001-40125
(Commission File Number)

83-3686055
(IRS Employer Identification No.)

490 Foley Lane
Hamilton MT 59840
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (800) 640-4016

Check the appropriate box below if the Form 8-K filing 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	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	LOCL	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 5.07 Submission of Matters to a Vote of Security Holders

On October 14, 2025, Local Bounty Corporation (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”). As of the Special Meeting record date of August 22, 2025, there were 22,123,010 shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”), outstanding and entitled to vote at the Special Meeting, 74.2% of which were present via live webcast or by proxy at the Special Meeting, constituting a quorum to conduct business.

At the Special Meeting, stockholders voted on the following matters:

- 1. Stockholders approved, for purposes of complying with the rules of the New York Stock Exchange (“NYSE”), (i) the issuance of up to 5,131,871 shares of Common Stock, upon the conversion of the convertible note issued to U.S. Bounty, LLC (“U.S. Bounty”) pursuant to the Convertible Note and Warrant Purchase Agreement, dated as of August 1, 2025, between the Company and U.S. Bounty (the “Purchase Agreement”), and (ii) the issuance of up to 550,000 shares of Common Stock underlying the common stock purchase warrant issued to U.S. Bounty pursuant to the Purchase Agreement (such proposal, the “NYSE Approval Proposal”), based on the following votes:

For	16,394,367
Against	17,872
Abstain	1,763
Broker Non-Votes	0

- 2. Stockholders approved the adjournment of the Special Meeting, if deemed necessary or appropriate, to solicit additional proxies if there are not sufficient votes in favor of the NYSE Approval Proposal, based on the following votes:

For	16,395,341
Against	17,281
Abstain	1,380
Broker Non-Votes	0

SIGNATURE

Pursuant to the requirements of the Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Local Bounti Corporation

/s/ Kathleen Valiasek

Name: Kathleen Valiasek

Title: President, Chief Executive Officer and Chief
Financial Officer

Date: October 17, 2025