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): November 4, 2026

LOCAL BOUNTI CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**001-40125**	**83-3686055**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 8.01 Other Events.

As previously disclosed, on February 5, 2026, Local Bounti Corporation (the "Company") received a written notice (the "Original Notice") from the New York Stock Exchange (the "NYSE") that the Company was not in compliance with the continued listing standards set forth in Section 802.01B of the NYSE Listed Company Manual (the "Minimum Market Capitalization Standard") because its average global market capitalization over a consecutive 30 trading-day period was less than $50 million and, at the same time, its last reported stockholders' equity was less than $50 million. In accordance with applicable NYSE procedures, the Company submitted a plan advising the NYSE of the actions the Company planned to take to bring it into compliance with the Minimum Market Capitalization Standard by November 5, 2026, which date is nine months after receipt of the Original Notice.

On November 4, 2026, the Company received a written notice (the "Extension Notice") from the NYSE informing the Company that the NYSE had accepted the Company's October 20, 2026 request for a nine-month extension for the Company to regain compliance with the Minimum Market Capitalization Standard. The Extension Notice extends the November 5, 2026 deadline by an additional nine months to August 5, 2027 (the "Market Capitalization Cure Period"), which is the maximum 18-month period permitted under NYSE rules.

The Company's common stock will continue to be listed and traded on the NYSE during the Market Capitalization Cure Period, subject to the Company's compliance with other NYSE continued listing standards and continued quarterly review by the NYSE of the Company's progress with respect to its plan. To regain compliance, the Company must achieve, by the end of the Market Capitalization Cure Period, either an average global market capitalization over a consecutive 30 trading-day period of at least $50 million or total stockholders' equity of at least $50 million. If the NYSE determines that the Company is not making sufficient progress on the plan during the Market Capitalization Cure Period, the NYSE could initiate suspension and delisting proceedings prior to the end of the Market Capitalization Cure Period. The Company is considering all available options to regain compliance with the Minimum Market Capitalization Standard. The Company can provide no assurances that it will be able to satisfy any of the steps outlined above and maintain the listing of its common stock on the NYSE.

Cautionary Note Regarding Forward Looking Statements

This Current Report on Form 8-K includes "forward-looking statements" within the meaning of the "safe harbor" provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements generally relate to future events, such as any potential plans of the Company to cure the Minimum Market Capitalization Standard and stockholders' equity deficiency. In some cases, you can identify these forward-looking statements by the use of terms such as "expect," "will," "continue," "believe," "estimate," "project," "intend," "should," "is to be," or similar expressions, and variations or negatives of these words, but the absence of these words does not mean that a statement is not forward-looking. Such forward-looking statements are subject to risks, uncertainties, and other factors which could cause actual results to differ materially from those expressed or implied by such forward-looking statements. We have based these forward-looking statements on our current expectations and assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. However, whether actual results and developments will conform with our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, including the Company's ability to regain compliance with the Minimum Market Capitalization Standard within the Market Capitalization Cure Period, the Company's ability to continue to comply with applicable listing standards of the NYSE, and the other factors under the heading "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2025, filed with the Securities and Exchange Commission (the "SEC") on March 27, 2026, and in other filings that the Company has made and may make with the SEC in the future. All of the forward-looking statements made in this Current Report on Form 8-K are qualified by these cautionary statements. The actual results or developments anticipated may not be realized or, even if substantially realized, they may not have the expected consequences to or effects on the Company or our business or operations. Such statements are not intended to be a guarantee of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. You should not place undue reliance on these forward-looking statements, which are made only as of the date of this Current Report on Form 8-K. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

SIGNATURE

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.

Local Bounti Corporation

/s/ Kathleen Valiasek

Name: Kathleen Valiasek

Title: President and Chief Executive Officer

Date: November 5, 2026