LANDEC CORP \CA\
Form 10-Q
April 04, 2013

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

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Quarter Ended February 24, 2013, or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition period from _____ to _________.

Commission file number: 0-27446

LANDEC CORPORATION
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	94-3025618 (IRS Employer Identification Number)

3603 Haven Avenue
Menlo Park, California 94025
(Address of principal executive offices)

Registrant's telephone number, including area code:
(650) 306-1650

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for at least the past 90 days.

Yes X No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes X No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer” and “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ___	Accelerated Filer X
Non Accelerated Filer ___	Smaller Reporting Company ___

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes No X

As of March 22, 2013, there were 25,929,412 shares of Common Stock outstanding.

LANDEC CORPORATION

FORM 10-Q For the Fiscal Quarter Ended February 24, 2013
INDEX

			Page
	Facing sheet		1
	Index		2
Part I.	Financial Information		
Item 1.	Financial Statements		
	a)	Consolidated Balance Sheets as of February 24, 2013 and May 27, 2012	3
	b)	Consolidated Statements of Comprehensive Income for the Three Months and Nine Months Ended February 24, 2013 and February 26, 2012	4
	c)	Consolidated Statements of Cash Flows for the Nine Months Ended February 24, 2013 and February 26, 2012	5
	d)	Notes to Consolidated Financial Statements	6
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations		22
Item 3.	Quantitative and Qualitative Disclosures About Market Risk		34
Item 4	Controls and Procedures		34
Part II.	Other Information		36
Item 1.	Legal Proceedings		36
Item 1A.	Risk Factors		36
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds		36
Item 3.	Defaults Upon Senior Securities		36
Item 4.	Submission of Matters to a Vote of Security Holders		36
Item 5.	Other Information		36

Item 6. Exhibits	37
Signatures	38

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

LANDEC CORPORATION
CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

	February 24, 2013 (Unaudited)	May 27, 2012 (1)
ASSETS		
Current Assets:		
Cash and cash equivalents	$9,943	$22,177
Marketable securities	3,790	—
Accounts receivable, less allowance for doubtful accounts of $798 and $512 at February 24, 2013 and May 27, 2012, respectively	37,267	31,951
Accounts receivable, related party	312	323
Income taxes receivable	—	47
Inventories	22,385	22,011
Deferred taxes	2,092	2,076
Prepaid expenses and other current assets	6,198	2,578
Total Current Assets	81,987	81,163
Investment in non-public company, non-fair value	793	793
Investment in non-public company, fair value	27,800	21,500
Property and equipment, net	63,056	63,495
Goodwill, net	49,620	49,620
Trademarks/tradenames, net	48,428	48,428
Customer relationships, net	9,827	10,557
Other assets	1,484	2,136
Total Assets	$282,995	$277,692
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$27,740	$22,644
Related party accounts payable	191	776
Accrued compensation	5,913	5,782
Other accrued liabilities	2,452	18,642
Deferred revenue	931	162
Lines of credit	4,000	11,666
Current portion of long-term debt	7,047	7,012
Total Current Liabilities	48,274	66,684
Long-term debt, less current portion	35,794	40,305
Deferred taxes	22,283	18,037
Other non-current liabilities	1,965	1,108
Total Liabilities	108,316	126,134
Stockholders' Equity:		
	26	26

Common stock, $0.001 par value; 50,000,000 shares authorized; 25,906,412 and 25,644,580 shares issued and outstanding at February 24, 2013 and May 27, 2012, respectively		
Additional paid-in capital	125,108	119,894
Retained earnings	47,890	29,822
Total Stockholders' Equity	173,024	149,742
Non controlling interest	1,655	1,816
Total Equity	174,679	151,558
Total Liabilities and Stockholders' Equity	$282,995	$277,692

(1) Derived from audited financial statements.

See accompanying notes.

LANDEC CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)
(In thousands, except per share amounts)

	Three Months Ended		Nine Months Ended	
	February 24, 2013	February 26, 2012	February 24, 2013	February 26, 2012
Revenues:				
Product sales	$117,584	$79,519	$332,977	$232,605
Services revenue, related party	283	545	1,618	2,330
Total revenues	117,867	80,064	334,595	234,935
Cost of revenue:				
Cost of product sales	100,090	66,432	283,461	195,596
Cost of services revenue	269	460	1,404	1,907
Total cost of revenue	100,359	66,892	284,865	197,503
Gross profit	17,508	13,172	49,730	37,432
Operating costs and expenses:				
Research and development	2,325	2,473	6,642	7,142
Selling, general and administrative	8,524	6,664	26,266	19,172
Change in value of contingent consideration	—	—	(3,933)	—
Total operating costs and expenses	10,849	9,137	28,975	26,314
Operating income	6,659	4,035	20,755	11,118
Dividend income	281	281	844	844
Interest income	46	63	104	219
Interest expense	(487)	(153)	(1,526)	(492)
Other income	1,047	3,508	6,288	4,595
Net income before taxes	7,546	7,734	26,465	16,284
Income tax expense	(2,754)	(2,920)	(8,238)	(6,079)
Consolidated net income	4,792	4,814	18,227	10,205
Non controlling interest	(3)	(49)	(159)	(288)
Net income applicable to Common Stockholders	$4,789	$4,765	$18,068	$9,917
Basic net income per share	$0.19	$0.19	$0.70	$0.38
Diluted net income per share	$0.18	$0.18	$0.68	$0.38
Shares used in per share computation				
Basic	25,839	25,538	25,752	25,944
Diluted	26,667	25,825	26,492	26,205
Other comprehensive income, net of tax:				
Interest rate swap	—	53	—	100
Income tax expense	—	(20)	—	(35)
Other comprehensive income, net of tax	—	33	—	65

Comprehensive income attributable to Common Stockholders	$4,789	$4,798	$18,068	$9,982

See accompanying notes.

LANDEC CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	Nine Months Ended	
	February 24, 2013	February 26, 2012
Cash flows from operating activities:		
Consolidated net income	$18,227	$10,205
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,527	4,111
Stock-based compensation expense	1,135	1,314
Tax benefit from stock-based compensation expense	(2,743)	(5,511)
Loss on disposal of property and equipment	180	—
Deferred taxes	4,230	157
Earn out liability	(3,933)	—
Change in investment in non-public company (fair market value)	(6,300)	(4,726)
Changes in current assets and current liabilities:		
Accounts receivable, net	(5,316)	(1,718)
Accounts receivable, related party	11	75
Income taxes receivable	2,790	5,870
Inventories	(374)	229
Issuance of notes and advances receivable	(4,171)	(3,699)
Collection of notes and advances receivable	3,586	3,196
Prepaid expenses and other current assets	(3,035)	3,577
Accounts payable	5,096	(2,295)
Related party accounts payable	(585)	(83)
Accrued compensation	131	837
Other accrued liabilities	(2,564)	(691)
Deferred revenue	1,583	(2,313)
Net cash provided by operating activities	13,475	8,535
Cash flows from investing activities:		
Purchases of property and equipment	(4,538)	(3,892)
Purchase of marketable securities	(5,239)	(25,679)
Proceeds from maturities of marketable securities	1,449	19,581
Proceeds from sales of marketable securities	—	9,128
Net cash used in investing activities	(8,328)	(862)
Cash flows from financing activities:		
Repurchase of outstanding common stock	—	(5,007)
Proceeds from sale of common stock	1,385	91
Taxes paid by Company for stock swaps and RSUs	(49)	(38)
Tax benefit from stock-based compensation expense	2,743	5,511
Earn out payment from Lifecore acquisition	(9,650)	—
Principal payments on long-term debt	(4,476)	(3,330)
Payments on lines of credit	(7,666)	—
Decrease (Increase) in other assets	652	(244)
Payments to minority interest holders	(320)	(257)

Net cash used in financing activities	(17,381)	(3,274)
Net (decrease) increase in cash and cash equivalents	(12,234)	4,399
Cash and cash equivalents at beginning of period	22,177	8,135
Cash and cash equivalents at end of period	$9,943	$12,534
Supplemental schedule of noncash operating activities:		
Change in value of contingent consideration	$3,933	$—
Unrealized gain from interest rate swap	$—	$65

See accompanying notes

LANDEC CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Organization, Basis of Presentation and Summary of Significant Accounting Policies

Organization

Landec Corporation and its subsidiaries ("Landec" or the "Company") design, develop, manufacture and sell polymer products for food and agricultural products, medical devices and licensed partner applications that incorporate Landec's patented polymer technologies. The Company has two proprietary polymer technology platforms: 1) Intelimer® polymers, and 2) hyaluronan ("HA") biopolymers. The Company's HA biopolymers are proprietary in that they are specially formulated for specific customers to meet strict regulatory requirements. The Company's polymer technologies, along with its customer relationships and trade names, are the foundation, and a key differentiating advantage upon which Landec has built its business. The Company sells specialty packaged fresh-cut vegetables and whole produce to retailers and club stores, primarily in the United States, Asia and Canada, through its Apio, Inc. ("Apio") subsidiary, HA-based biomaterials through its Lifecore Biomedical, Inc. ("Lifecore") subsidiary.

Basis of Presentation

The accompanying unaudited consolidated financial statements of Landec have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions for Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments (consisting of normal recurring accruals) have been made which are necessary to present fairly the financial position at February 24, 2013 and the results of operations and cash flows for all periods presented. Although Landec believes that the disclosures in these financial statements are adequate to make the information presented not misleading, certain information normally included in financial statements and related footnotes prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted in accordance with the rules and regulations of the Securities and Exchange Commission. The accompanying financial data should be reviewed in conjunction with the audited financial statements and accompanying notes included in Landec's Annual Report on Form 10-K for the fiscal year ended May 27, 2012.

The results of operations for the nine months ended February 24, 2013 are not necessarily indicative of the results that may be expected for an entire fiscal year because there is some seasonality in Apio's food business, particularly, Apio's Food Export business and the order patterns of Lifecore's customers which may lead to significant fluctuations in Landec's quarterly results of operations.

Basis of Consolidation

The consolidated financial statements are presented on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles and include the accounts of Landec and its subsidiaries, Apio and Lifecore. All material inter-company transactions and balances have been eliminated.

Arrangements that are not controlled through voting or similar rights are reviewed under the guidance for variable interest entities ("VIEs"). A company is required to consolidate the assets, liabilities and operations of a VIE if it is determined to be the primary beneficiary of the VIE.

An entity is a VIE and subject to consolidation, if by design: a) the total equity investment at risk is not sufficient to permit the entity to finance its activities without additional subordinated financial support provided by any parties, including equity holders or b) as a group the holders of the equity investment at risk lack any one of the following three characteristics: (i) the power, through voting rights or similar rights to direct the activities of an entity that most significantly impact the entity's economic performance, (ii) the obligation to absorb the expected losses of the entity, or (iii) the right to receive the expected residual returns of the entity. The Company reviewed the consolidation guidance and concluded that the non-public companies in which the Company holds equity investments are not VIEs.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make certain estimates and judgments that affect the amounts reported in the financial statements and accompanying notes. The accounting estimates that require management's most significant and subjective judgments include revenue recognition; sales returns and allowances; recognition and measurement of current and deferred income tax assets and liabilities; the assessment of recoverability of long-lived assets; the valuation of intangible assets and inventory; the valuation of investments; and the valuation and recognition of stock-based compensation.

These estimates involve the consideration of complex factors and require management to make judgments. The analysis of historical and future trends can require extended periods of time to resolve and is subject to change from period to period. The actual results may differ from management's estimates.

Cash, Cash Equivalents and Marketable Securities

Cash and Cash Equivalents

The Company records all highly liquid securities with three months or less from date of purchase to maturity as cash equivalents. Cash equivalents consist mainly of certificate of deposits (CDs), money market funds and U.S. Treasuries. The market value of cash equivalents approximates their historical cost given their short-term nature.

Marketable Securities

Short-term marketable securities consist of CDs that are FDIC insured and single A or better rated corporate and municipal bonds with original maturities of more than three months at the date of purchase regardless of the maturity date as the Company views the funds within its portfolio as available for use in its current operations. The Company classifies all debt securities with readily determined market values as "available for sale." The aggregate amount of CDs included in marketable securities at February 24, 2013 and May 27, 2012 was $1.7 million and zero, respectively. The contractual maturities of the Company's marketable securities that are due in less than one year represented $3.5 million and zero of its marketable securities as of February 24, 2013 and May 27, 2012, respectively. The contractual maturities of the Company's marketable securities that are due in one to two years represented $251,000 and zero of its marketable securities as of February 24, 2013 and May 27, 2012, respectively. Investments in marketable securities are carried at fair market value. Unrealized gains and losses are reported as other comprehensive income. The cost of debt securities is adjusted for amortization of premiums and discounts to maturity. This amortization is recorded to interest income. Realized gains and losses on the sale of available-for-sale securities are also recorded to interest income and were not significant for the three and nine months ended February 24, 2013 and February 26, 2012. During the three and nine months ended February 24, 2013, the Company did not sell any marketable securities. During the three and nine months ended February 26, 2012, the Company sold $9.1 million of marketable securities. The cost of securities sold is based on the specific identification method.

Financial Instruments

The Company's financial instruments are primarily composed of marketable securities, commercial-term trade payables, grower advances, notes receivable and debt instruments. For short-term instruments, the historical carrying amount approximates the fair value of the instrument. The fair value of long-term debt and lines of credit approximates their carrying value. Fair values for long-term financial instruments not readily marketable are estimated based upon discounted future cash flows at prevailing market interest rates. Based on these assumptions, management believes the fair market values of the Company's financial instruments are not materially different from their recorded amounts as of February 24, 2013 or May 27, 2012.

Investments in Non-Public Companies

The Company's investment in Aesthetic Sciences Corporation ("Aesthetic Sciences") is carried at cost and adjusted for impairment losses. Since there is no readily available market value information, the Company periodically reviews this investment to determine if any other than temporary declines in value have occurred based on the financial stability and viability of Aesthetic Sciences.

On February 15, 2011, the Company made an investment in Windset Holdings 2010 Ltd., a Canadian corporation ("Windset"), which is reported as an investment in non-public company, fair value, in the accompanying Consolidated Balance Sheets as of February 24, 2013 and May 27, 2012. The Company has elected to account for its investment in Windset under the fair value option (see Note 4).

Intangible Assets

The Company's intangible assets are comprised of customer relationships with a finite estimated useful life of twelve to thirteen years and trade names and goodwill with indefinite lives.

Finite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances occur that indicate that the carrying amount of an asset (or asset group) may not be recoverable. Indefinite lived intangible assets are reviewed for impairment at least annually by comparing the fair value of the asset to its carrying value to determine if there has been an impairment. Goodwill is reviewed for impairment at least annually by comparing the fair value of the related reporting unit to its carrying value to determine if there has been an impairment.

Fair Value Measurements

The Company uses fair value measurement accounting for financial assets and liabilities and for financial instruments and certain other items at fair value. The Company has elected the fair value option for its investment in a non-public company (see Note 4). The Company has not elected the fair value option for any of its other eligible financial assets or liabilities.

The accounting guidance established a three-tier hierarchy for fair value measurements, which prioritizes the inputs used in measuring fair value as follows:

Level 1 –observable inputs such as quoted prices for identical instruments in active markets.

Level 2 –inputs other than quoted prices in active markets that are observable either directly or indirectly through corroboration with observable market data.

Level 3 –unobservable inputs in which there is little or no market data, which would require the Company to develop its own assumptions.

As of February 24, 2013, the Company held certain assets and liabilities that are required to be measured at fair value on a recurring basis, including cash equivalents, marketable securities, interest rate swap and its minority interest investment in Windset.

The fair value of the Company's cash equivalents and marketable securities is determined based on observable inputs that are readily available in public markets or can be derived from information available in publicly quoted markets. Therefore, the Company has categorized its cash equivalents and marketable securities as Level 1.

The fair value of the Company’s interest rate swap is determined based on model inputs that can be observed in a liquid market, including yield curves, and is categorized as Level 2 inputs.

The fair value of the Company’s liability for contingent consideration as of May 27, 2012 was based on significant inputs not observed in the market and thus represented a Level 3 measurement. The Company determined the fair value of the liability for the contingent consideration as of May 27, 2012, based on a probability-weighted discounted cash flow analysis, as further discussed in Note 2 to the Consolidated Financial Statements.

The Company has elected the fair value option of accounting for its investment in Windset. The fair value of the Company's investment in Windset utilizes significant unobservable inputs in the discounted cash flow models, including projected cash flows, growth rates and discount rates. As a result, the Company's investment in Windset is considered to be a Level 3 measurement investment, as further discussed in Note 4. The change in the fair market value of the Company's investment in Windset for the three and nine months ended February 24, 2013 was due to the Company's 20.1% minority interest in the change in the fair market value of Windset during those periods. In determining the fair value of the investment in Windset, the Company utilizes the following significant unobservable inputs in the discounted cash flow models:

	At February 24, 2013	At May 27, 2012
Revenue growth rates	3%to 12%	3%to 24%
Expense growth rates	3%to 9%	3%to 18%
Income tax rates	15%	25%
Discount rates	19%to 29%	14%to 21%

The revenue growth, expense growth and income tax rate assumptions, consider the Company's best estimate of the trends in those items over the discount period. The discount rate assumption takes into account the risk-free rate of return, the market equity risk premium and the Company's specific risk premium and then applies an additional discount for lack of liquidity of the underlying securities. The discounted cash flow valuation model used by the Company has the following sensitivity to changes in inputs and assumptions (in thousands):

	Impact on value of Windset investment as of February 24, 2013
10% increase in revenue growth rates	$ 1,350
10% increase in expense growth rates	$ (1,050)
10% increase in income tax rates	$ (75)
10% increase in discount rates	$ (825)

Imprecision in estimating unobservable market inputs can affect the amount of gain or loss recorded for a particular position. The use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

The following table summarizes the fair value of the Company's assets and liabilities that are measured at fair value on a recurring basis as of February 24, 2013 and May 27, 2012 (in thousands):

	Fair Value at February 24, 2013			Fair Value at May 27, 2012		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Marketable securities	$3,790	$-	$-	$-	$-	$-
Investment in private company	-	-	27,800	-	-	21,500
Total	$3,790	$-	$27,800	$-	$-	$21,500
Liabilities:						
Contingent consideration	$-	$-	$-	$-	$-	$3,933
Interest rate swap	-	203	-	-	347	-
Total	$-	$203	$-	$-	$347	$3,933

Revenue Recognition

The Company recognizes revenue when the earnings process is complete, as evidenced by an agreement with the customer, transfer of title, and acceptance, if applicable, as well as fixed pricing and probable collectibility. The Company records pricing allowances, including discounts based on arrangements with customers, as a reduction to both accounts receivable and net revenue.

When a sales arrangement contains multiple elements, the Company allocates revenue to each element based on a selling price hierarchy. The relative selling price for a deliverable is based on its vendor-specific objective evidence (VSOE), if available, third-party evidence (TPE), if VSOE is not available, or estimated selling price, if neither VSOE nor TPE is available. The Company then recognizes revenue on each deliverable in accordance with its policies for product and service revenue recognition. The Company is not typically able to determine VSOE or TPE, and therefore, uses estimated selling prices to allocate revenue between the elements of the arrangement.

The Company limits the amount of revenue recognition for delivered elements to the amount that is not contingent on the future delivery of products or services or future performance obligations or subject to customer-specific cancellation rights. The Company evaluates each deliverable in an arrangement to determine whether they represent separate units of accounting. A deliverable constitutes a separate unit of accounting when it has stand-alone value, and for an arrangement that includes a general right of return relative to the delivered products or services, delivery or performance of the undelivered product or service is considered probable and is substantially controlled by the Company. The Company considers a deliverable to have stand-alone value if the product or service is sold separately by the Company or another vendor or could be resold by the customer. Further, the revenue arrangements generally do not include a general right of return relative to the delivered products. Where the aforementioned criteria for a separate unit of accounting are not met, the deliverable is combined with the undelivered element(s) and treated as a single unit of accounting for the purposes of allocation of the arrangement consideration and revenue recognition. The Company allocates the total arrangement consideration to each separable element of an arrangement based upon the relative selling price of each element. Allocation of the consideration is determined at arrangement inception on the basis of each unit's relative selling price. In instances where the Company has not established fair value for any undelivered element, revenue for all elements is deferred until delivery of the final element is completed and all recognition criteria are met.

Reclassifications

Certain reclassifications have been made to prior period financial statements to conform to the current period presentation.

New Accounting Pronouncements

Intangibles-Goodwill and Other

In September 2011, the FASB issued new guidance that will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill and intangibles impairment test. Under this amendment, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendment includes a number of events and circumstances for an entity to consider in conducting the qualitative assessment. The guidance is effective for fiscal years beginning after December 15, 2011 with early adoption permitted. The Company adopted this standard beginning in fiscal year 2013 and the adoption did not have a material impact on the Company's consolidated financial statements.

Presentation of Comprehensive Income

In December 2011, the FASB issued new guidance that improves the comparability, consistency, and transparency of financial reporting and increases the prominence of items reported in other comprehensive income by eliminating the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. The amendments in this standard require that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. Under either method, adjustments must be displayed for items that are reclassified from other comprehensive income ("OCI") to net income, in both net income and OCI. The standard does not change the current option for presenting components of OCI gross or net of the effect of income taxes, provided that such tax effects are presented in the statement in which OCI is presented or disclosed in the notes to the financial statements. Additionally, the standard does not affect the calculation or reporting of earnings per share. For public entities, the amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and are to be applied retrospectively, with early adoption permitted. The Company adopted this standard beginning in fiscal year

2013.

Fair Value Measurement

In May 2011, the FASB issued new guidance effective for annual reporting periods beginning after December 15, 2011. This guidance amends certain accounting and disclosure requirements related to fair value measurements. Additional disclosure requirements in the update include: (1) for Level 3 fair value measurements, quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements to changes in the unobservable inputs; (2) for an entity's use of a nonfinancial asset that is different from the asset's highest and best use, the reason for the difference; (3) for financial instruments not measured at fair value but for which disclosure of fair value is required, the fair value hierarchy level in which the fair value measurements were determined; and (4) the disclosure of all transfers between Level 1 and Level 2 of the fair value hierarchy. The Company adopted this standard beginning in fiscal year 2013.

Disclosures about Offsetting Assets and Liabilities

In November 2011, the FASB issued new guidance effective for annual reporting periods beginning January 1, 2013. This guidance amends the disclosure requirements around offsetting to enable users of the financial statements to understand the effect of those arrangements on its financial position. Entities are required to disclose both gross and net information about the instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The Company does not expect the adoption of this standard to have a material impact on its consolidated financial statements.

2. Acquisitions

GreenLine Holding Company

On April 23, 2012 (the "GreenLine Acquisition Date"), Apio acquired all of the outstanding equity of GreenLine Holding Company ("GreenLine") pursuant to a Stock Purchase Agreement (the "GreenLine Purchase Agreement") in order to expand its product offerings and enter into new markets such as foodservice. GreenLine, headquartered in Bowling Green, Ohio, was a privately-held company and is the leading processor and marketer of value-added, fresh-cut green beans in North America. GreenLine has four processing plants one each in Ohio, Pennsylvania, Florida and California and distribution centers in New York and South Carolina.

Under the GreenLine Purchase Agreement, the aggregate consideration paid at closing consisted of $62.9 million in cash, including $4.7 million that is held in an escrow account to secure Landec's indemnification rights with respect to certain matters, including breaches of representations, warranties and covenants. In addition, the GreenLine Purchase Agreement included a potential earn out payment up to $7.0 million in the event that GreenLine achieved certain revenue targets during calendar year 2012. The earn out was comprised of $4.0 million for achieving a certain revenue target during calendar year 2012, and up to an additional $3.0 million for exceeding the revenue target by $3.0 million or more. In April 2012, the Company performed an analysis of projected revenues for GreenLine and concluded at that time that there was a reasonable probability that GreenLine would meet, but not exceed, the initial revenue target and therefore, the Company recorded a $3.9 million liability as of May 27, 2012, representing the present value of the fair market value of the expected earn out payment. As a result of the severe drought in the Midwest during 2012, lower than expected results from new product launches and new planned business not being realized, during the second quarter of fiscal year 2013, the Company determined that GreenLine would not achieve the earn out revenue target and, therefore, the Company reversed the $3.9 million liability recorded for the earn out and recorded a corresponding credit to the "Change in value of contingent consideration" in its Consolidated Condensed Statements of Comprehensive Income for the nine months ended February 24, 2013.

The acquisition date fair value of the total consideration transferred was $66.8 million, which consisted of the following (in thousands):

Cash	$62,900
Contingent consideration	3,933
Total	$66,833

The assets and liabilities of GreenLine were recorded at their respective estimated fair values as of the date of the acquisition using generally accepted accounting principles for business combinations. The excess of the purchase price over the fair value of the net identifiable assets acquired has been allocated to goodwill. Goodwill represents a substantial portion of the acquisition proceeds because of the workforce in-place at acquisition and because of GreenLine's long history and future prospects. Management believes that there is further growth potential by extending GreenLine's product lines into new channels, such as club stores.

The following table summarizes the estimated fair values of GreenLine's assets acquired and liabilities assumed and related deferred income taxes, effective April 23, 2012, the date the Company obtained control of GreenLine (in thousands).

Accounts receivable, net	$7,057
Inventories, net	1,409
Property and equipment	11,669
Other tangible assets	306
Intangible assets	43,500
Total identifiable assets acquired	63,941
Accounts payable and other liabilities	(8,391)
Deferred taxes	(1,875)
Total liabilities assumed	(10,266)
Net identifiable assets acquired	53,675
Goodwill	13,158
Net assets acquired	$66,833

The Company used a combination of the market and cost approaches to estimate the fair values of the GreenLine assets acquired and liabilities assumed. During the measurement period (which is not to exceed one year from the acquisition date), the Company is required to retrospectively adjust the provisional assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in the recognition of those assets or liabilities as of that date. No adjustments were made to the fair values of GreenLine assets acquired or liabilities assumed during the nine months ended February 24, 2013. The Company has finalized the fair values of the acquired assets and assumed liabilities and has completed the purchase price allocation.

Intangible Assets

The fair value of indefinite and finite-lived intangible assets was determined using a discounted cash flow model, under an income valuation methodology, based on management's five-year projections of revenues, gross profits and operating profits by fiscal year and assumes a 40% effective tax rate for each year. Management takes into account the historical trends of GreenLine and the industry categories in which GreenLine operates along with inflationary factors, current economic conditions, new product introductions, cost of sales, operating expenses, capital requirements and other relevant data when developing its projection. The Company believes that the level and timing of projected cash flows appropriately reflect market participant assumptions. The projected cash flows from these intangibles were based on key assumptions such as estimates of revenues and operating profits related to the intangibles over their respective forecast periods. The resultant cash flows were then discounted using a rate the Company believes is appropriate given the inherent risks associated with each intangible asset and reflect market participant assumptions.

The Company identified two intangible assets in connection with the GreenLine acquisition: trade names and trademarks valued at $36.0 million, which is considered to be an indefinite life asset and therefore, will not be amortized; and customer base valued at $7.5 million with a thirteen year useful life. The trade name/trademark intangible asset was valued using the relief from royalty valuation method and the customer relationship intangible asset was valued using the distributor method.

Goodwill

The excess of the consideration transferred over the fair values assigned to the assets acquired and liabilities assumed was $13.2 million on the closing date, which represents the goodwill amount resulting from the acquisition which can be attributable to GreenLine's long history, future prospects and the expected operating synergies from combining GreenLine with Apio's fresh-cut, value-added vegetable business. None of the goodwill is expected to be deductible for income tax purposes. The Company will test goodwill for impairment on an annual basis or sooner, if indicators of impairment are present.

Deferred Tax Liabilities

The $1.9 million of net deferred tax liabilities resulting from the acquisition was primarily related to the difference between the book basis and tax basis of the intangible assets and net operating losses that were assumed by the Company in the acquisition.

Lifecore Biomedical, Inc.

On April 30, 2010, the Company acquired all of the common stock of Lifecore Biomedical, Inc. (“Lifecore”) pursuant to a Stock Purchase Agreement (“Lifecore Purchase Agreement”) in order to expand its product offerings and enter into new markets. Lifecore was a privately-held hyaluronan-based biomaterials company located in Chaska, Minnesota. Lifecore is principally involved in the development and manufacture of products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans.

Under the Lifecore Purchase Agreement, the Company paid to the former Lifecore stockholder at closing $40.0 million in cash, which included $6.6 million held in an escrow account. Half of the escrow or $3.3 million was released and paid to the former Lifecore shareholder in May 2011. The other half was released and paid to the former Lifecore shareholder in May 2012. In addition to the cash consideration paid to the former shareholder of Lifecore, the Lifecore Purchase Agreement included an earn out payment of up to an additional $10.0 million based on Lifecore achieving certain revenue targets in calendar years 2011 and 2012. These revenue targets were achieved in calendar year 2011 and the $10.0 million earn out payment was paid by the Company to the former shareholder of Lifecore on May 29, 2012.

3. Sale of Landec Ag

On June 24, 2012, Landec entered into a stock purchase agreement and two licensing agreements (see Note 4) with INCOTEC® Coating and Seed Technology Companies (“INCOTEC”), a leading provider of seed and coating technology products and services to the seed industry.

In the stock purchase agreement, Landec sold its equity interest in its seed subsidiary, Landec Ag LLC, to INCOTEC for $600,000, which resulted in a gain of $400,000. Under accounting guidance, because the stock purchase agreement was entered into at the same time the license agreements were consummated (a multiple element agreement), a portion of the gain, or $300,000, has been deferred and will be recognized as revenue monthly from the sale date over the seven year life of the Pollinator Plus® license agreement (see Note 5). The remaining $100,000 of the gain was recognized during the first quarter of fiscal year 2013.

4. Investments in non-public companies

In December 2005, Landec entered into a licensing agreement with Aesthetic Sciences for the exclusive rights to use Landec's Intelimer® materials technology for the development of dermal fillers worldwide under the agreement. The Company received shares of preferred stock in exchange for the license with a valuation of $1.8 million. Aesthetic Sciences sold the rights to its Smartfil™ Injector System on July 16, 2010. Landec has evaluated its investment in Aesthetic Sciences for impairment, utilizing a discounted cash flow analysis under the terms of the purchase agreement. Based on the terms of the sale, the Company determined that its investment was other than temporarily impaired and therefore, recorded an impairment charge of $1.0 million as of May 30, 2010. The Company’s carrying value of its investment in Aesthetic Sciences is $793,000 as of February 24, 2013 and May 27, 2012. No additional impairment has been determined for the Company’s investment in Aesthetic Sciences.

On February 15, 2011, Apio entered into a share purchase agreement (the "Windset Purchase Agreement") with Windset. Pursuant to the Windset Purchase Agreement, Apio purchased 150,000 senior preferred shares for $15 million and 201 common shares for $201 that were issued by Windset (the "Purchased Shares"). The Company's common shares represent a 20.1% interest in Windset. The non-voting senior preferred shares yield a cash dividend of 7.5% annually. The dividend is payable within 90 days of each anniversary of the execution of the Windset Purchase Agreement and the first dividend payment of $1.1 million was made in May 2012. The Windset Purchase Agreement includes a put and call option, which can be exercised on the sixth anniversary of the Windset Purchase Agreement whereby Apio can exercise the put to sell its Purchased Shares to Windset, or Windset can exercise the call to purchase the Purchased Shares from Apio, in either case, at a price equal to 20.1% of the appreciation in the fair market value of Windset from the date of the Company's investment through the put and call date, plus the purchase price of the Purchased Shares. Under the terms of the arrangement with Windset, the Company is entitled to designate one of five members on the Board of Directors of Windset.

In accordance with accounting guidance, the investment in Windset does not qualify for equity method accounting as the investment does not meet the criteria of in-substance common stock due to returns through the annual dividend on the non-voting senior preferred shares that are not available to the common stock holders. As the put and call options require the Purchased Shares to be put or called in equal proportions, the Company has deemed that the investment, in substance, should be treated as a single security for purposes of accounting. The Company has adopted fair value option in the accounting for its investment in Windset effective on the acquisition date. The fair value of the Company's investment in Windset utilizes significant unobservable inputs in the discounted cash flow models, including projected cash flows, growth rates and discount rates (see Note 1) and is therefore considered Level 3 for fair value measurement purposes. The Company believes that reporting its investment at fair value provides its investors with useful information on the performance of the Company's investment and the anticipated appreciation in value as Windset expands its business.

The fair value of the Company's investment in Windset was determined utilizing a discounted cash flow model based on projections developed by Windset, and considers the put and call conversion options. These features impact the duration of the cash flow utilized to derive the estimated fair value of the investment. Assumptions included in the discounted cash flow model will be evaluated quarterly based on Windset's actual and projected operating results to determine the change in fair value.

During the three and nine months ended February 24, 2013 and February 26, 2012, the Company recorded $281,000 and $844,000, respectively, in dividend income. The change in the fair market value of the Company's investment in Windset for the three months ended February 24, 2013 and February 26, 2012 was $1.0 million and $3.6 million, respectively, and is included in other income in the Consolidated Statements of Comprehensive Income. The change in the fair market value of the Company's investment in Windset for the nine months ended February 24, 2013 and February 26, 2012 was $6.3 million and $4.7 million, respectively, and is included in other income in the Consolidated Statements of Comprehensive Income.

The Company also entered into an exclusive license agreement with Windset, which was executed in June 2010, prior to contemplation of Apio's investment in Windset (see Note 5).

5. Collaborative Agreements

Monsanto

On December 1, 2006, Landec entered into a five-year co-exclusive technology license and polymer supply agreement ("the Monsanto Agreement") with Monsanto Company ("Monsanto") for the use of Landec's Intellicoat polymer seed coating technology. On December 1, 2011, Monsanto terminated the Monsanto Agreement and paid the Company a

$4 million termination fee and all rights to the Intellicoat seed coating technology reverted to Landec.

For the nine months ended February 26, 2012, Landec recognized $2.7 million in license revenues from the Monsanto Agreement.

INCOTEC

In connection with the sale of Landec Ag to INCOTEC on June 24, 2012 (see Note 3), Landec entered into a seven-year exclusive technology license and polymer supply agreement with INCOTEC for the use of Landec's Intellicoat® polymer seed coating technology for male inbred corn which is sold under the Pollinator Plus label. This license does not include the use of Intellicoat for the controlled release of an active ingredient for agricultural applications which was retained by Landec. Landec will be the exclusive supplier of Pollinator Plus polymer to INCOTEC during the term of the license agreement. Landec will receive a royalty equal to 20% of the revenues realized by INCOTEC from the sale of or sublicense of Pollinator Plus coatings during the first four years of the agreement and 10% for the last three years of the agreement.

On June 24, 2012, Landec also entered into a five-year exclusive technology license and polymer supply agreement with INCOTEC for the joint development of new polymer and unique coatings for use in seed treatment formulations. In this agreement, Landec will receive a value share which will be mutually agreed to by both parties prior to each application being developed.

Air Products

In March 2006, Landec entered into an exclusive license and research and development agreement with Air Products and Chemicals, Inc. ("Air Products"). In accordance with the agreement, Landec receives 40% of the direct profit generated from the sale of products by Air Products occurring after April 1, 2007, that incorporate Landec's Intelimer materials.

Chiquita

In September 2007, the Company amended its licensing and supply agreement with Chiquita Brands International, Inc. ("Chiquita").   Under the terms of the amendment, the license for bananas was expanded to include additional exclusive fields using Landec's BreatheWay® packaging technology, and a new exclusive license was added for the sale and marketing of avocados and mangos using Landec's BreatheWay packaging technology. The agreement with Chiquita has been renewed through December 2016 and requires Chiquita to pay annual gross profit minimums to Landec in order for Chiquita to maintain its exclusive license for bananas, avocados and mangos. Under the terms of the agreement, Chiquita must notify Landec before December 1st of each year whether it is going to maintain its exclusive license for the following calendar year and thus agree to pay the minimums for that year. Landec was notified in November 2012 that Chiquita has chosen to not maintain its exclusive license for calendar year 2013 and thus will not be required to pay the minimum gross profit for calendar year 2013. As a result, the agreement has reverted to a non-exclusive agreement in which Chiquita will pay the Company for membranes purchased on a per unit sales basis and the Company is now entitled to sell its BreatheWay packaging technology for bananas, avocados and mangos to others.

Windset

In June 2010, Apio entered into an exclusive license agreement with Windset for Windset to utilize Landec's proprietary breathable packaging to extend the shelf life of greenhouse grown cucumbers, peppers and tomatoes ("Exclusive Products"). In accordance with the agreement, Apio received and recorded a one-time upfront research and development fee of $100,000 and will receive license fees equal to 3% of net revenue of the Exclusive Products utilizing the proprietary breathable packaging technology, with or without the BreatheWay® trademark. The ongoing license fees are subject to annual minimums of $150,000 for each of the three types of exclusive product as each is added to the agreement. As of February 24, 2013, two products have been added to the agreement.

Nitta

In July 2012, the Company entered into a research and development agreement with Nitta Corporation, a Japanese company, to develop additional uses of the Company's adhesive polymer technology for electronics. For the three and nine months ended February 24, 2013, the Company recognized $275,000 and $413,000, respectively, in research and development revenues from this agreement. The agreement was amended in November 2012, to extend and expand the scope of the work under the agreement for another six months. The Company expects to recognize an additional $275,000 in research and development revenue under the amended agreement during the fourth quarter of fiscal year 2013.

6. Stock-Based Compensation

In the three and nine months ended February 24, 2013, the Company recognized stock-based compensation expense of $464,000 and $1,135,000, respectively, which included $230,000 and $528,000 for restricted stock unit awards and $234,000 and $607,000 for stock option grants, respectively. In the three and nine months ended February 26, 2012, the Company recognized stock-based compensation expense of $429,000 and $1,314,000 respectively, which included $192,000 and $587,000 for restricted stock unit awards and $237,000 and $727,000 for stock option grants, respectively.

The following table summarizes the stock-based compensation by income statement line item:

	Three Months Ended February 24, 2013	Three Months Ended February 26, 2012	Nine Months Ended February 24, 2013	Nine Months Ended February 26, 2012
Research and development	$ 251,000	$ 136,000	$ 465,000	$ 390,000
Sales, general and administrative	$ 213,000	$ 293,000	$ 670,000	$ 924,000
Total stock-based compensation	$ 464,000	$ 429,000	$ 1,135,000	$ 1,314,000

As of February 24, 2013, there was $1.0 million of total unrecognized compensation expense related to unvested equity compensation awards granted under the Landec equity plans. Total expense is expected to be recognized over the weighted-average period of 1.6 years for stock options and 1.3 years for restricted stock unit awards.

7. Diluted Net Income Per Share

The following table sets forth the computation of diluted net income per share (in thousands, except per share amounts):

	Three Months Ended February 24, 2013	Three Months Ended February 26, 2012	Nine Months Ended February 24, 2013	Nine Months Ended February 26, 2012
Numerator:				
Net income applicable to Common Stockholders	$ 4,789	$ 4,765	$ 18,068	$ 9,917
Denominator:				
Weighted average shares for basic net income per share	25,839	25,538	25,752	25,944
Effect of dilutive securities:				
Stock options and restricted stock units	828	287	740	261
Weighted average shares for diluted net income per share	26,667	25,825	26,492	26,205
Diluted net income per share	$ 0.18	$ 0.18	$ 0.68	$ 0.38

For the three months ended February 24, 2013 and February 26, 2012, the computation of the diluted net income per share excludes the impact of options to purchase 95,527 shares and 1.9 million shares of Common Stock, respectively, as such impacts would be antidilutive for these periods.

For the nine months ended February 24, 2013 and February 26, 2012, the computation of the diluted net income per share excludes the impact of options to purchase 88,128 shares and 2.0 million shares of Common Stock, respectively, as such impacts would be antidilutive for these periods.

8. Income Taxes

The provision for income taxes for the three and nine months ended February 24, 2013 was $2.8 million and $8.2 million, respectively. The effective tax rate for the nine months ended February 24, 2013 was 31% compared to 38% for the same periods in fiscal year 2012. The effective tax rate for the nine months ended February 24, 2013 differs from the statutory federal income tax rate of 35% as a result of several factors, including state taxes, domestic manufacturing deduction, non-deductible stock-based compensation expense and the benefit of federal and state research and development credits. In addition, the tax expense for the nine months ended February 24, 2013 includes discrete tax benefits for tax adjustments related to the earn-out payment to the former GreenLine owners, disqualifying disposition on Incentive Stock Options, and reinstatement of a prior year research credit as a result of the American Taxpayer Relief Act of 2012.

As of February 24, 2013, the Company had unrecognized tax benefits of approximately $1.0 million. Included in the balance of unrecognized tax benefits as of February 24, 2013 is approximately $785,000 of tax benefits that, if recognized, would result in an adjustment to the Company's effective tax rate. The Company does not expect to significantly change its unrecognized tax benefits within the next twelve months.

In accordance with accounting guidance, the Company has decided to classify interest and penalties related to uncertain tax positions as a component of its provision for income taxes. The Company has accrued an insignificant amount of interest and penalties relating to the income tax on the unrecognized tax benefits as of February 24, 2013 and May 27, 2012.

Due to tax attribute carry forwards, the Company is subject to examination for tax years 1996 and later for U.S. tax purposes. The Company was also subject to examination in various state jurisdictions for tax years 1998 and later, none of which were individually significant.

9. Inventories

Inventories are stated at the lower of cost (first-in, first-out method) or market and consisted of the following (in thousands):

	February 24, 2013	May 27, 2012
Finished goods	$10,093	$9,406
Raw materials	9,223	9,876
Work in progress	3,069	2,729
Total	$22,385	$22,011

10. Debt

Long-term debt consists of the following (in thousands):

	February 24, 2013	May 27, 2012
Real estate loan agreement with General Electric Capital Corporation ("GE Capital"); due in monthly principal and interest payments of $133,060 through May 1, 2022 with interest based on a fixed rate of 4.02% per annum	$17,291	$17,957
Real estate bridge loan agreement with GE Capital; due in monthly principal and interest payments of $8,902 with a lump sum final principal payment due on May 1, 2013 with interest based on a fixed rate of 4.02% per annum	1,155	1,200
Capital equipment loan with GE Capital; due in monthly principal and interest payments of $175,356 through May 1, 2019 with interest based on a fixed rate of 4.39% per annum	11,485	12,660
Term note with BMO Harris; due in monthly payments of $250,000 through May 23, 2016 with interest payable monthly at LIBOR plus 2% per annum	9,750	12,000
Industrial revenue bonds ("IRBs") issued by Lifecore; due in annual payments through 2020 with interest at a variable rate set weekly by the bond remarketing agent (0.31% and 0.42% at February 24, 2013 and May 27, 2012, respectively)	3,160	3,500
Total	42,841	47,317
Less current portion	(7,047)	(7,012)
Long-term portion	$35,794	$40,305

In addition to entering into the GE Capital real estate and equipment loans mentioned above, on April 23, 2012 in connection with the acquisition of GreenLine, Apio also entered into a five-year, $25.0 million asset-based working capital revolving line of credit with GE Capital, with an interest rate of LIBOR plus 2%, with monthly availability based on the combination of the eligible accounts receivable and eligible inventory (availability was $19.1 million at February 24, 2013). Apio's revolving line of credit has an unused fee of 0.375% per annum. At February 24, 2013 and May 27, 2012, Apio had $4.0 million and $11.7 million, respectively, outstanding under its revolving line of credit.

Apio's obligations under the GE Capital real estate, equipment and line of credit agreements (collectively the "GE Debt Agreements") are secured by liens on all of the property of Apio and its subsidiaries. The GE Debt Agreements contain customary events of default under which obligations could be accelerated or increased. The GE Capital real estate and equipment loans are guaranteed by Landec and Landec has pledged its equity interest in Apio as collateral under the line of credit agreement. The GE Debt Agreements contain customary covenants, such as limitations on the ability to (1) incur indebtedness or grant liens or negative pledges on Apio's assets; (2) make loans or other investments; (3) pay dividends, sell stock or repurchase stock or other securities; (4) sell assets; (5) engage in mergers; (6) enter into sale and leaseback transactions; and (7) make changes in Apio's corporate structure. In addition, Apio must maintain a minimum fixed charge coverage ratio of 1.10 to 1.0. Apio was in compliance with all financial covenants as of February 24, 2013. Unamortized loan origination fees for the GE Debt Agreements were $1.0 million and $1.3 million at February 24, 2013 and May 27, 2012, respectively, and are included in Other Assets in the Consolidated Balance Sheets.

On May 23, 2012, Lifecore entered into two financing agreements with BMO Harris Bank N.A. and/or its affiliates (“BMO Harris”), collectively (the “Lifecore Loan Agreements”):

1) A Credit and Security Agreement (the “Credit Agreement”) which includes (a) a one-year, $8.0 million asset-based working capital revolving line of credit, with an interest rate of LIBOR plus 1.85%, with availability based on the combination of Lifecore’s eligible accounts receivable and inventory balances (availability was $6.9 million at February 24, 2013) and with no unused fee (at February 24, 2013 and May 27, 2012, no amounts were outstanding under the line of credit) and (b) a $12.0 million term loan which matures in four years due in monthly payments of $250,000 with interest payable monthly based on a variable interest rate of LIBOR plus 2% (the “Term Loan”).

2) A Reimbursement Agreement pursuant to which BMO Harris caused its affiliate, Bank of Montreal, to issue an irrevocable letter of credit in the amount of $3.5 million (the “Letter of Credit”) which is securing the IRBs described below.

Lifecore’s obligations under the Lifecore Loan Agreements are secured by liens on all of the property of Lifecore. The Lifecore Loan Agreements contain customary covenants, such as limitations on the ability to (1) incur indebtedness or grant liens or negative pledges on Lifecore’s assets; (2) make loans or other investments; (3) pay dividends or repurchase stock or other securities; (4) sell assets; (5) engage in mergers; (6) enter into sale and leaseback transactions; (7) adopt certain benefit plans; and (8) make changes in Lifecore’s corporate structure. In addition, under the Credit Agreement, Lifecore must maintain (a) a minimum fixed charge coverage ratio of 1.10 to 1.0 and a minimum quick ratio of 1.25 to 1.00, both of which must be satisfied as of the end of each fiscal quarter and (b) a minimum tangible net worth of $29,000,000, measured as of May 26, 2013, and as of the end of each fiscal year thereafter. Lifecore was in compliance with all financial covenants as of February 24, 2013. Unamortized loan origination fees for the Lifecore Loan Agreements were $161,000 and $139,000 as of February 24, 2013 and May 27, 2012, respectively, and are included in Other Assets in the Consolidated Balance Sheets.

The Term Loan was used to repay Lifecore’s former credit facility with Wells Fargo Bank, N.A. (“Wells Fargo”). The Letter of Credit (which replaces a letter of credit previously provided by Wells Fargo) provides liquidity and credit support for the IRBs.

On August 19, 2004, Lifecore issued IRBs. These IRBs were assumed by Landec in the acquisition of Lifecore. The IRBs are collateralized by a bank letter of credit which is secured by a first mortgage on the Company’s facility in Chaska, Minnesota. In addition, the Company pays an annual remarketing fee equal to 0.125% and an annual letter of credit fee of 0.75%. The maturities on the IRBs are held in a sinking fund account, recorded in Other Current Assets in the accompanying Consolidated Balance Sheets, and are paid out each year on September 1st.

11. Derivative Financial Instruments

In May 2010, the Company entered into a five-year interest rate swap agreement which expires on April 30, 2015, under its prior credit agreement with Wells Fargo. The interest rate swap was designated as a cash flow hedge of future interest payments of LIBOR and had a notional amount of $20 million. As a result of the interest rate swap transaction, the Company fixed for a five-year period the interest rate at 4.24% subject to market based interest rate risk on $20 million of borrowings under the prior credit agreement with Wells Fargo. The Company’s obligations under the interest rate swap transaction as to the scheduled payments were guaranteed and secured on the same basis as its obligations under the credit agreement with Wells Fargo at the time the agreement was consummated. As mentioned in Note 10, upon entering into the new Term Loan with BMO Harris, the Company used the proceeds from that loan to pay off the Wells Fargo credit facility. The swap with Wells Fargo was not terminated upon the extinguishment of the debt with Wells Fargo. As a result of extinguishing the debt with Wells Fargo as of May 23, 2012, the swap was no longer an effective hedge and therefore, the fair value of the swap at the time the debt was extinguished of $347,000 was reversed from other comprehensive income and recorded in other expense during fiscal year 2012. The fair value of the swap arrangement as of February 24, 2013 and May 27, 2012 was $203,000 and $347,000, respectively, and is included in other non-current liabilities in the accompanying balance sheet. The change in the fair value of the swap of $45,000 and $144,000 for the three and nine months ended February 24, 2013 is recorded in other income in the accompanying Consolidated Statements of Comprehensive Income.

12. Related Party

The Company provides cooling and distribution services to both a farm and Beachside Produce LLC ("Beachside"), a commodity produce distributor, in which the Chairman of Apio has a farming and ownership interest, respectively.

During the three months ended February 24, 2013 and February 26, 2012, the Company recognized revenues of $334,000 and $698,000, respectively, which have been included in product sales and in service revenues in the accompanying Consolidated Statements of Comprehensive Income, from the sale of products and providing cooling services to these parties. During the nine months ended February 24, 2013 and February 26, 2012, the Company recognized revenues of $2.0 million and $2.8 million, respectively, which have been included in product sales and in service revenues in the accompanying Consolidated Statements of Comprehensive Income, from the sale of products and providing cooling services to these parties. The related receivable balances of $312,000 and $323,000 are included in accounts receivable in the accompanying Consolidated Balance Sheets as of February 24, 2013 and May 27, 2012, respectively.

Additionally, unrelated to the revenue transactions above, the Company purchases produce from Beachside, a farm in which the Chairman of Apio has an ownership interest, and Windset for sale to third parties. During the three months ended February 24, 2013 and February 26, 2012, the Company recognized cost of product sales of $933,000 and $940,000, respectively, which have been included in cost of product sales in the accompanying Consolidated Statements of Comprehensive Income, from the sale of products purchased from these parties. During the nine months ended February 24, 2013 and February 26, 2012, the Company recognized cost of product sales of $4.8 million and $3.8 million, respectively, which have been included in cost of product sales in the accompanying Consolidated Statements of Comprehensive Income, from the sale of products purchased from these parties. The related accounts payable of $191,000 and $776,000 are included in related party accounts payable in the accompanying Consolidated Balance Sheets as of February 24, 2013 and May 27, 2012, respectively.

All related party transactions are monitored quarterly by the Company and approved by the Audit Committee of the Board of Directors.

13. Stockholders’ Equity

During the nine months ended February 24, 2013, the Company granted options to purchase 20,000 shares of common stock and 6,666 of restricted stock unit awards.

As of February 24, 2013 the Company has reserved 2.5 million shares of Common Stock for future issuance under its current and former equity plans.

On July 14, 2010, the Company announced that the Board of Directors of the Company had approved the establishment of a stock repurchase plan which allows for the repurchase of up to $10 million of the Company’s Common Stock. The Company may repurchase its common stock from time to time in open market purchases or in privately negotiated transactions. The timing and actual number of shares repurchased is at the discretion of management of the Company and will depend on a variety of factors, including stock price, corporate and regulatory requirements, market conditions, the relative attractiveness of other capital deployment opportunities and other corporate priorities. The stock repurchase program does not obligate Landec to acquire any amount of its common stock and the program may be modified, suspended or terminated at any time at the Company's discretion without prior notice. During both the three and nine months ended February 24, 2013, the Company did not purchase any shares on the open market.

Consolidated Statements of Changes in Stockholders’ Equity (in thousands, except share amounts)

	February 24, 2013
Common Stock Shares	
Balance at May 27, 2012	25,644,580
Stock options exercised, net of shares tendered	250,584
Vested restricted stock units, net of shares tendered	11,248
Balance at February 24, 2013	25,906,412
Common Stock	
Balance at May 27, 2012	$26
Stock options exercised, net of shares tendered	—
Vested restricted stock units, net of shares tendered	—
Balance at February 24, 2013	$26

Additional Paid-in Capital	
Balance at May 27, 2012	$119,894
Stock options exercised, net of shares tendered	1,385
Taxes paid by Company for RSUs vested	(49)
Stock-based compensation expense	1,135
Tax-benefit from stock based compensation expense	2,743
Balance at February 24, 2013	$125,108
Retained Earnings	
Balance at May 27, 2012	$29,822
Net income	18,068
Balance at February 24, 2013	$47,890
Non controlling Interest	
Balance at May 27, 2012	$1,816
Non controlling interest in net income	159
Distributions to non controlling interest	(320)
Balance at February 24, 2013	$1,655

14. Business Segment Reporting

The Company manages its business operations through three strategic business units. Based upon the information reported to the chief operating decision maker, who is the Chief Executive Officer, the Company has the following reportable segments: the Food Products Technology segment, the Food Export segment and the Hyaluronan-based Biomaterials segment.

The Food Products Technology segment markets and packs specialty packaged whole and fresh-cut vegetables that incorporate the BreatheWay specialty packaging for the retail grocery, club store and food services industry. In addition, the Food Products Technology segment sells BreatheWay packaging to partners for non-vegetable products. The Food Export segment consists of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products to Asia and domestically. The HA-based Biomaterials segment sells products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans, for medical use primarily in the Ophthalmic, Orthopedic and Veterinary markets. As a result of the sale of Landec Ag to INCOTEC and the termination of the Monsanto Agreement in fiscal year 2012, the Company has eliminated the Technology Licensing segment and combined the remainder of that business into the Corporate segment. As a result of this change, the segment information for the three and nine months ended February 26, 2012 has been reclassified to conform with the current year classification. Corporate licenses Landec's patented Intellicoat seed coatings to the farming industry and licenses the Company's Intelimer polymers for personal care products and other industrial products. Corporate also includes general and administrative expenses, non Food Products Technology and non HA-based Biomaterials interest income and Company-wide income tax expenses. Beginning in fiscal year 2013, the Food Products Technology, the Food Export and the Hyaluronan-based Biomaterials segments include charges for corporate services and tax sharing allocated from the Corporate segment. All of the assets of the Company are located within the United States of America. The Company's international sales were as follows (in millions):

	Three Months Ended		Nine Months Ended	
	February 24, 2013	February 26, 2012	February 24, 2013	February 26, 2012
Taiwan	$2.9	$2.0	$28.7	$20.9
Canada	$7.4	$5.4	$19.7	$15.2
Indonesia	$4.1	$5.4	$17.6	$19.3
Belgium	$10.6	$6.0	$15.2	$14.1
Japan	$1.5	$1.6	$7.4	$7.8
All Other Countries	$7.8	$4.5	$20.2	$14.5

Operations by segment consisted of the following (in thousands):

Three Months Ended February 24, 2013	Food Products Technology	Food Export	HA-based Biomaterials	Corporate	TOTAL
Net sales	$ 86,707	$ 13,381	$ 17,331	$ 448	$ 117,867
International sales	$ 7,293	$ 13,381	$ 13,579	$ —	$ 34,253
Gross profit	$ 5,846	$ 1,031	$ 10,243	$ 388	$ 17,508
Net income (loss)	$ 338	$ 228	$ 5,687	$ (1,464)	$ 4,789
Depreciation and amortization	$ 1,224	$ 1	$ 602	$ 39	$ 1,866
Dividend Income	$ 281	$ —	$ —	—	$ 281
Interest income	$ 4	$ —	$ 42	$ —	$ 46
Interest expense	$ 421	$ —	$ 66	$ —	$ 487
Income tax expense	$ 113	$ 76	$ 1,895	$ 670	$ 2,754
Three Months Ended February 26, 2012					
Net sales	$ 56,456	$ 12,388	$ 11,066	$ 154	$ 80,064
International sales	$ 5,179	$ 12,159	$ 7,600	$ —	$ 24,938
Gross profit	$ 5,478	$ 917	$ 6,623	$ 154	$ 13,172
Net income (loss)	$ 5,851	$ 339	$ 3,970	$ (5,395)	$ 4,765
Depreciation and amortization	$ 762	$ 2	$ 572	$ 46	$ 1,382
Dividend Income	$ 281	$ —	$ —	$ —	$ 281
Interest income	$ 12	$ —	$ 43	$ 8	$ 63
Interest expense	$ —	$ —	$ 153	$ —	$ 153
Income tax expense	$ —	$ —	$ —	$ 2,920	$ 2,920
Nine Months Ended February 24, 2013					
Net sales	$ 233,931	$ 66,854	$ 33,043	$ 767	$ 334,595
International sales	$ 19,475	$ 66,747	$ 22,603	$ —	$ 108,825
Gross profit	$ 28,891	$ 4,407	$ 15,725	$ 707	$ 49,730
Net income (loss)	$ 15,466	$ 1,403	$ 5,713	$ (4,514)	$ 18,068
Depreciation and amortization	$ 3,634	$ 3	$ 1,777	$ 113	$ 5,527
Dividend Income	$ 844	$ —	$ —	$ —	$ 844
Interest income	$ 12	$ —	$ 92	$ —	$ 104
Interest expense	$ 1,303	$ —	$ 223	$ —	$ 1,526
Income tax expense	$ 3,846	$ 467	$ 1,904	$ 2,021	$ 8,238
Nine Months Ended February 26, 2012					
Net sales	$ 146,512	$ 57,972	$ 27,422	$ 3,029	$ 234,935
International sales	$ 14,890	$ 57,619	$ 19,250	$ —	$ 91,759
Gross profit	$ 16,068	$ 3,733	$ 14,602	$ 3,029	$ 37,432
Net income (loss)	$ 11,846	$ 1,729	$ 7,270	$ (10,928)	$ 9,917
	$ 2,313	$ 6	$ 1,655	$ 137	$ 4,111

Depreciation and amortization										
Dividend Income	$	844	$	—	$	—	$	—	$	844
Interest income	$	42	$	—	$	148	$	29	$	219
Interest expense	$	—	$	—	$	492	$	—	$	492
Income tax expense	$	—	$	—	$	—	$	6,079	$	6,079

During the nine months ended February 24, 2013 and February 26, 2012, sales to the Company's top five customers accounted for 39% and 44%, respectively, of revenues. The Company's top customer from the Food Products Technology segment accounting for 14% and 17% for the nine months ended February 24, 2013 and February 26, 2012, respectively. The Company expects that, for the foreseeable future, a limited number of customers may continue to account for a significant portion of its net revenues.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the unaudited consolidated financial statements and accompanying notes included in Part I-Item 1 of this Form 10-Q and the audited consolidated financial statements and accompanying notes and Management's Discussion and Analysis of Financial Condition and Results of Operations included in Landec's Annual Report on Form 10-K for the fiscal year ended May 27, 2012.

Except for the historical information contained herein, the matters discussed in this report are forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Potential risks and uncertainties include, without limitation, those mentioned in this Form 10-Q and those mentioned in Landec’s Annual Report on Form 10-K for the fiscal year ended May 27, 2012. Landec undertakes no obligation to update or revise any forward-looking statements in order to reflect events or circumstances that may arise after the date of this report.

Critical Accounting Policies and Use of Estimates

There have been no material changes to the Company's critical accounting policies which are included and described in the Form 10-K for the fiscal year ended May 27, 2012 filed with the Securities and Exchange Commission on August 8, 2012.

The Company

Landec Corporation and its subsidiaries (“Landec” or the “Company”) design, develop, manufacture and sell polymer products for food and agricultural products, medical devices and licensed partner applications that incorporate Landec’s patented polymer technologies. The Company has two proprietary polymer technology platforms: 1) Intelimer® polymers, and 2) Hyaluronan (“HA”) biopolymers. The Company’s polymer technologies, along with its customer relationships and trade names, are the foundation, and a key differentiating advantage, upon which Landec has built its business.

Landec has three core businesses – Food Products Technology, Food Export and HA-based Biomaterials – each of which is described below.

Our wholly-owned subsidiary, Apio, operates our Food Products Technology business, combining Landec’s proprietary food packaging technology with the capabilities of a large national food supplier and value-added produce processor. In Apio’s value-added operations, produce is processed by trimming, washing, mixing, and packaging into bags and trays that incorporate Landec’s BreatheWay® membrane technology. The BreatheWay membrane increases shelf life and reduces shrink (waste) for retailers and, for certain products, eliminates the need for ice during the distribution cycle and helps to ensure that consumers receive fresh produce by the time the product makes its way through the supply chain. Apio also licenses the BreatheWay technology to Chiquita Brands International, Inc. (“Chiquita”) for packaging and distribution of bananas and avocados and to Windset Farms for packaging of greenhouse grown cucumbers, peppers and tomatoes.

Apio also operates the Food Export business through its Cal Ex Trading Company (“Cal-Ex”). The Export business purchases and sells whole fruit and vegetable products to predominantly Asian markets.

Our wholly-owned subsidiary, Lifecore, operates our HA-based Biomaterials business and is principally involved in the development and manufacture of products utilizing hyaluronan, a naturally occurring polysaccharide that is widely distributed in the extracellular matrix of connective tissues in both animals and humans. Lifecore’s products are primarily sold to three medical segments: (1) Ophthalmic, (2) Orthopedic and (3) Veterinary. Lifecore also supplies hyaluronan to customers pursuing other medical applications, such as aesthetic surgery, medical device coatings, tissue engineering and pharmaceuticals. Lifecore leverages its fermentation process to manufacture premium, pharmaceutical-grade hyaluronan, and its aseptic filling capabilities to deliver HA finished goods to its customers. Lifecore also manufactures and sells its own HA-based finished goods on a private label basis through third parties. Lifecore is recognized in the medical segments as a premium supplier of HA. Its name recognition allows Lifecore to acquire new customers and sell new products with a modest marketing and sales investment.

Landec also develops proprietary polymer technologies and applies them in a wide range of applications including seed coatings and treatments, temperature indicators, controlled release systems, drug delivery, pressure sensitive adhesives and personal care products. These applications are commercialized through partnerships with third parties resulting in licensing and royalty revenues. For example, Air Products and Chemicals, Inc. ("Air Products") has an exclusive license to our Intelimer polymers for personal care products and Nitta Corporation ("Nitta") licenses Landec's proprietary pressure sensitive adhesives for use in the manufacture of electronic components by their customers.

Landec was incorporated on October 31, 1986. We completed our initial public offering in 1996 and our Common Stock is listed on The NASDAQ Global Select Market under the symbol "LNDC." Our principal executive offices are located at 3603 Haven Avenue, Menlo Park, California 94025 and our telephone number is (650) 306-1650.

Description of Core Business

Landec participates in three core business segments: Food Products Technology, Food Export and Hyaluronan-based Biomaterials.

Food Products Technology Business

The Company began marketing its proprietary Intelimer-based BreatheWay® membranes in 1996 for use in the fresh-cut produce packaging market, historically one of the fastest growing segments in the produce industry. Landec's proprietary BreatheWay packaging technology when combined with fresh-cut or whole produce results in packaged produce with increased shelf life and reduced shrink (waste) without the need for ice during the distribution cycle. The resulting products are referred to as "value-added" products. During the fiscal year ended May 27, 2012, Apio shipped nearly sixteen million cartons of produce to leading supermarket retailers, wholesalers, foodservice suppliers and club stores throughout the United States and internationally, primarily in Canada.

There are four major distinguishing characteristics of Apio that provide competitive advantages in the Food Products Technology market:

Value-Added Supplier: Apio has structured its business as a marketer and seller of fresh-cut and whole value-added produce. It is focused on selling products under its Eat Smart and GreenLine brands and private label brands for its fresh-cut and whole value-added products. As retail grocery chains, club stores and food service operators consolidate, Apio is well positioned as a single source of a broad range of products.

Reduced Farming Risks: Apio reduces its farming risk by not taking ownership of farmland, and instead, contracts with growers for produce and selectively enters into joint ventures with growers for produce. The year-round sourcing of produce is a key component to the fresh-cut and whole value-added processing business.

Lower Cost Structure: Apio has strategically invested in the rapidly growing fresh-cut and whole value-added business. Apio's 136,000 square foot value-added processing plant in Guadalupe, CA, is automated with state-of-the-art vegetable processing equipment. A large majority of Apio's value-added products utilize Apio's proprietary BreatheWay packaging technology. Apio's strategy is to operate one large central processing facility in one of the lowest cost growing regions in California, the Santa Maria Valley, for the majority of its non-green bean vegetable business, use its packaging technology for nationwide delivery and use its East Coast facilities acquired with the acquisition of GreenLine for green bean processing and to meet the "next day delivery" needs of customers for its historical value-added, fresh-cut products.

Expanded Product Line Using Technology: Apio, through the use of its BreatheWay packaging technology, is introducing new value-added products each year. These new product offerings range from various sizes of fresh-cut bagged products, to vegetable trays, to whole produce, to vegetable salads and snack packs. During the last twelve months, Apio, excluding the products acquired in the acquisition of GreenLine, has introduced five new products.

Apio established its Apio Packaging division in 2005 to advance the sales of BreatheWay packaging technology for shelf-life sensitive vegetables and fruit. The Company's specialty packaging for case liner products extends the shelf life of certain produce commodities up to 50%. This shelf life extension can enable the utilization of alternative distribution strategies to gain efficiencies or reach new markets while maintaining product quality to the end customer.

Apio Packaging's first program has concentrated on bananas and was formally consummated when Apio entered into an agreement to supply Chiquita with its proprietary banana packaging technology. This global agreement applies to the ripening, conservation and shelf-life extension of bananas.

In June 2008, Apio entered into a collaboration agreement with Seminis Vegetable Seeds, Inc., a wholly-owned subsidiary of Monsanto Company ("Monsanto"), to develop novel broccoli and cauliflower products for the exclusive sale by Apio in the North American market. These novel products are packaged in Landec's proprietary BreatheWay packaging and a commercial sales agreement was entered into on June 12, 2012 and sales started in the Fall of 2012 under Monsanto's Beneforte® brand to retail grocery and Club store chains.

In June 2010, Apio entered into an exclusive license agreement with Windset for Windset to utilize Landec's proprietary breathable packaging to extend the shelf life of greenhouse grown cucumbers, peppers and tomatoes. Commercial sales of Windset cucumbers and peppers in BreatheWay packaging are projected to begin in fiscal year 2013.

On February 15, 2011, Apio entered into a share purchase agreement (the "Purchase Agreement") with Windset. Pursuant to the Purchase Agreement, Apio purchased 150,000 senior preferred shares for $15 million and 201 common shares for $201 (the "Purchased Shares"). The Company's common shares represent a 20.1% interest in Windset. The non-voting senior preferred shares yield a cash dividend of 7.5% annually. The dividend is payable within 90 days of each anniversary of the execution of the Purchase Agreement. The Purchase Agreement includes a put and call option, which can be exercised on the sixth anniversary of the Purchase Agreement whereby Apio can exercise the put to sell its Purchased Shares to Windset, or Windset can exercise the call to purchase the Purchased Shares from Apio, in either case, at a price equal to 20.1% of the appreciation in the fair market value of Windset from the date of the Company's investment through the put/call date, plus the purchase price of the Purchased Shares. Under the terms of the arrangement with Windset, the Company is entitled to designate one of five members on the Board of Directors of Windset.

Food Export Business

Food Export revenues consist of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products primarily to Asia through Apio's export company, Cal-Ex. The Food Export business is a buy/sell business that realizes a margin on average in the 5-8% range.

Hyaluronan-based Biomaterials Business

Our HA-based Biomaterials business, operated through our Lifecore subsidiary, was acquired by Landec on April 30, 2010.

Lifecore uses its fermentation process and aseptic formulation and filling expertise to be a leader in the development of HA-based products for multiple applications and to take advantage of non-HA device and drug opportunities which leverage its expertise in manufacturing and aseptic syringe filling capabilities. Elements of Lifecore's strategy include the following:

Establish strategic relationships with market leaders. Lifecore will continue to develop applications for products with partners who have strong marketing, sales and distribution capabilities to end-user markets. Through its strong reputation and history of providing premium HA products, Lifecore has been able to establish long-term relationships with market leading companies such as Alcon, Inc. (Alcon) and others in ophthalmology, and Musculoskeletal Transplant Foundation (MTF) and Novartis AG in orthopedics.

Expand medical applications for HA. Due to the growing knowledge of the unique characteristics of HA and the role it plays in normal physiology, Lifecore continues to identify and pursue further uses for HA in other medical applications, such as wound care, aesthetic surgery, adhesion prevention, drug delivery, device coatings and pharmaceuticals. Further applications may involve expanding process development activity and/or additional licensing of technology.

License HA technology from third parties. In 2007, Lifecore entered into a world-wide exclusive license and development agreement with The Cleveland Clinic Foundation to develop and commercialize Corgel™ Biohydrogel using patented HA-based cross-linking technology that can be used for products in aesthetics, orthopedics, ophthalmology and other medical fields. Lifecore has not yet developed any commercial products for this technology.

Utilize manufacturing infrastructure to pursue contract aseptic filling and fermentation opportunities. Lifecore continues to evaluate providing contract services for opportunities that are suited for the capital and facility investment related to aseptic filling equipment, fermentation and purification.

Maintain flexibility in product development and supply relationships. Lifecore's vertically integrated development and manufacturing capabilities allow it to establish a variety of relationships with global corporate partners. Lifecore's role in these relationships extends from supplying HA raw materials to manufacturing of aseptically-packaged, finished sterile products to developing and manufacturing its own proprietary products.

Other Non-Core Businesses

Seeds Business – Intellicoat Seed Coatings

Landec's Intellicoat seed coating applications are designed to control seed germination timing, increase crop yields, reduce risks and extend crop-planting windows. These coatings are currently available on male inbred corn used for seed production. In fiscal year 2000, Landec Ag launched Pollinator Plus® coatings, which is a coating application used by seed companies as a method for spreading pollination to increase yields and reduce risk in the production of hybrid seed corn. In 2012, Pollinator Plus was used by eight seed companies on more than 20% of the seed corn production acres in the U.S. This business was sold to INCOTEC Holding North America, Inc. ("INCOTEC") on June 24, 2012 (see Note 3 to the Consolidated Financial Statements).

Non-Seed Business

The Company believes its technology has commercial potential in a wide range of industrial, consumer and medical applications beyond those identified in our other segments. For example, our core patented technology, Intelimer materials, can be used to trigger release of catalysts, insecticides or fragrances just by changing the temperature of the Intelimer materials or to activate adhesives through controlled temperature change. In order to exploit these opportunities, we have entered into and will selectively enter into licensing and collaborative corporate agreements for product development and/or distribution in certain fields. However, given the infrequency and unpredictability of when the Company may enter into any such licensing and research and development arrangements, the Company is unable to disclose its financial expectations in advance of entering into such arrangements.

Industrial Materials and Adhesives

Landec's industrial product development strategy focuses on coatings, catalysts, resins, additives and adhesives in the polymer materials market. During the product development stage, the Company identifies corporate partners to support the ongoing development and testing of these products, with the ultimate goal of licensing the applications at the appropriate time.

Intelimer Latent Catalyst Polymer Systems

Landec has developed latent catalysts useful in extending pot-life, extending shelf life, reducing waste and improving thermoset cure methods. Some of these latent catalysts are currently being distributed by Akzo-Nobel Chemicals B.V. pursuant to our licensing agreement with Air Products. The rights to develop and sell Landec's latent catalysts and personal care technologies were licensed to Air Products in March 2006.

Personal Care and Cosmetic Applications

Landec's personal care and cosmetic applications strategy is focused on supplying Intelimer materials to industry leaders for use in lotions and creams, as well as color cosmetics, lipsticks and hair care. The Company's partner, Air Products, is currently shipping products to L'Oreal, Mentholatum, Louis Widmer, Aris Cosmetics and other companies for use in lotions and creams. The rights to develop and sell Landec's polymers for personal care products were licensed to Air Products in March 2006 along with the latent catalyst rights. The Company's Intelimer polymers are currently in over 50 personal care products worldwide.

Results of Operations

Revenues (in thousands):

	Three months ended 2/24/13	Three months ended 2/26/12	Change		Nine months ended 2/24/13	Nine months ended 2/26/12	Change	
Apio Value Added	$86,707	$56,456	54	%	$233,931	$146,512	60	%
Apio Export	13,381	12,388	8	%	66,854	57,972	15	%
Total Apio	100,088	68,844	45	%	300,785	204,484	47	%
Lifecore	17,331	11,066	57	%	33,043	27,422	20	%
Corporate	448	154	191	%	767	3,029	(75	%)
Total Revenues	$117,867	$80,064	47	%	$334,595	$234,935	42	%

Apio Value Added

Apio's value-added revenues consist of revenues generated from the sale of specialty packaged fresh-cut and whole value-added processed vegetable products that are washed and packaged in our proprietary packaging and sold under Apio's Eat Smart and GreenLine brands and various private labels. In addition, value-added revenues include the revenues generated from Apio Cooling, LP, a vegetable cooling operation in which Apio is the general partner with a 60% ownership position and from the sale of BreatheWay packaging to license partners.

The increase in Apio's value-added revenues for the three and nine months ended February 24, 2013 compared to the same periods of last year was primarily due to the following factors: (1) $26.0 million and $70.3 million, respectively, of revenues from GreenLine which was acquired on April 23, 2012 and (2) a 5% and 14%, respectively, increase in unit volume sales to existing non-green bean customers resulting primarily from expanded product offerings, gaining additional distribution locations and growth in the fresh-cut vegetable category. These increases in revenue were partially offset by product mix changes in retail grocery chains to lower priced products from higher priced products.

Apio Export

Apio export revenues consist of revenues generated from the purchase and sale of primarily whole commodity fruit and vegetable products to Asia by Cal-Ex. Apio records revenue equal to the sale price to third parties because it takes title to the product while in transit.

The increase in revenues in Apio's export business for the three and nine months ended February 24, 2013 compared to the same periods last year was due to a 6% and 4%, respectively, increase in unit volume sales due to a greater volume of fruit and vegetables being available to export coupled with favorable pricing for export products during the first half of fiscal year 2013.

-27-

Lifecore

Lifecore principally generates revenue through the sale of products containing HA. Lifecore primarily sells products to customers in three medical areas: (1) Ophthalmic, which represented approximately 65% of Lifecore's revenues in fiscal year 2012, (2) Orthopedic, which represented approximately 20% of Lifecore's revenues in fiscal year 2012 and (3) Veterinary/Other.

The increase in Lifecore's revenues for the three months ended February 24, 2013 compared to the same period last year was due to certain shipments of HA for Ophthalmic applications, which have historically been shipped during the second quarter, such as during the second quarter of last year, being delayed and shipped during the third quarter this fiscal year.

The increase in Lifecore's revenues for the nine months ended February 24, 2013 compared to the same period last year was due to increased sales of HA and aseptically filled syringe products to existing customers and sales of new products recently approved by the FDA to existing Ophthalmic customers.

Corporate

Corporate revenues are generated from the licensing agreements with Air Products, Nitta and INCOTEC.

The increase in Corporate revenues for the three months ended February 24, 2013 compared to the same period of last year was primarily due to revenue from the new Nitta research and development agreement entered into at the beginning of the third quarter of fiscal year 2013.

The decrease in Corporate revenues for the nine months ended February 24, 2013 compared to the same period of last year was due to the termination of the Monsanto Agreement at the end of the second quarter of fiscal year 2012. The Company recognized $2.7 million in license fees from the Monsanto Agreement during the first nine months of fiscal year 2012. The Monsanto license fees were partially offset by research and development revenues from Nitta.

Gross Profit (in thousands):

	Three months ended 2/24/13	Three months ended 2/26/12	Change		Nine months ended 2/24/13	Nine months ended 2/26/12	Change	
Apio Value Added	$5,846	$5,478	7	%	$28,891	$16,068	80	%
Apio Export	1,031	917	12	%	4,407	3,733	18	%
Total Apio	6,877	6,395	8	%	33,298	19,801	68	%
Lifecore	10,243	6,623	55	%	15,725	14,602	8	%
Corporate	388	154	152	%	707	3,029	(77	%)
Total Gross Profit	$17,508	$13,172	33	%	$49,730	$37,432	33	%

General

There are numerous factors that can influence gross profit including product mix, customer mix, manufacturing costs, volume, sale discounts and charges for excess or obsolete inventory, to name a few. Many of these factors influence or are interrelated with other factors. The Company includes in cost of sales all of the costs related to the sale of products in accordance with U.S. generally accepted accounting principles. These costs include the following: raw materials (including produce, casein, seeds and packaging), direct labor, overhead (including indirect labor, depreciation, and facility related costs) and shipping and shipping-related costs. The following are the primary reasons for the changes in gross profit for the three and nine months ended February 24, 2013 compared to the same periods last year as outlined in the table above.

Apio Value-Added

The increase in gross profit for Apio's value-added vegetable business for the three months ended February 24, 2013 compared to the same period last year was primarily due to the 54% increase in revenues significantly offset by approximately $3.0 million of unfavorable produce sourcing and related costs for non-green bean produce during the quarter as a result of weather issues in California during the third quarter of fiscal year 2013 and due to higher costs for green beans during the winter months compared to the rest of the year which results in approximately 7% lower margins for GreenLine products during the winter months.

The increase in gross profit for Apio's value-added vegetable business for the nine months ended February 24, 2013 compared to the same period last year was primarily due to (1) the 60% increase in revenues, (2) the addition of higher margin GreenLine products, and (3) favorable produce sourcing during the first six months of fiscal year 2013, which increased margins by approximately 2% ; with the favorability during the first six months partially offset by the net impact of produce sourcing during the third quarter of fiscal year 2013.

Apio Export

Apio's export business is a buy/sell business that typically realizes a gross margin in the 5-8% range. The increase in gross profit for Apio's export business during the three months ended February 24, 2013 compared to the same period last year was primarily due to an 8% increase in revenues. The 8% increase in revenues was lower than the growth in gross profit because of favorable product mix changes to higher margin products which resulted in a higher gross margin during the third quarter of fiscal year 2013 of 7.7% compared to a gross margin of 7.4% during the third quarter of fiscal year 2012.

The increase in gross profit for Apio's export business during the nine months ended February 24, 2013 compared to the same period last year was primarily due to a 15% increase in revenues. The 15% increase in revenues was lower than the growth in gross profit because of favorable product mix changes to higher margin products during the first nine months of fiscal year 2013 which resulted in a higher gross margin during the first nine months of fiscal year 2013 of 6.6% compared to a gross margin of 6.4% during the first nine months of fiscal year 2012.

Lifecore

The increase in gross profit during the three and nine months ended February 24, 2013 compared to the same periods last year was due to a increase in revenues of $6.3 million and $5.6 million, respectively, as a result of certain shipments which have historically been shipped during the second quarter being delayed and not shipped until the third quarter and the increased sales of products, both historical products and new products, to existing customers while maintaining historical margins on the increased sales.

Corporate

The increase in Corporate gross profit for the three months ended February 24, 2013 compared to the same period last year was due to the new research and development agreement with Nitta Corporation which resulted in $275,000 of research and development revenues and gross profit during the quarter.

The decrease in Corporate gross profit for the nine months ended February 24, 2013 compared to the same period last year was due to the termination of the Monsanto Agreement at the end of the second quarter of fiscal year 2012. The quarterly revenues and gross profit for Corporate from Monsanto had been $1.35 million per quarter prior to the termination. This decrease in license fees from Monsanto was partially offset by gross profit from the new research and development agreement with Nitta.

Operating Expenses (in thousands):

	Three months ended 2/24/13	Three months ended 2/26/12	Change	Nine months ended 2/24/13	Nine months ended 2/26/12	Change
Research and Development:						
Apio	$236	$279	(15%)	$838	$792	6%
Lifecore	1,258	1,232	2%	3,625	3,475	4%
Corporate	831	962	(14%)	2,179	2,875	(24%)

Total R&D	$2,325	$2,473	(6	%)	$6,642	$7,142	(7	%)
Selling, General and Administrative and other:								
Apio	$5,614	$3,722	51	%	$13,435	$10,758	25	%
Lifecore	1,093	1,268	(14	%)	3,488	3,381	3	%
Corporate	1,817	1,674	9	%	5,410	5,033	7	%
Total S,G&A	$8,524	$6,664	28	%	$22,333	$19,172	16	%

Research and Development

Landec's research and development consists primarily of product development and commercialization initiatives. Research and development efforts at Apio are focused on the Company's proprietary BreatheWay membranes used for packaging produce, with recent focus on extending the shelf-life of sensitive vegetables and fruit. In the Lifecore business, the research and development efforts are focused on new products and applications for HA-based biomaterials. For Corporate, the research and development efforts are focused on uses for our proprietary Intelimer polymers outside of food and HA.

The decrease in research and development expenses for the three and nine months ended February 24, 2013 compared to the same periods last year was primarily due to the research and development expenses from Landec Ag in fiscal year 2012 which was sold in June 2012.

Selling, General and Administrative

Selling, general and administrative ("S,G&A") expenses consist primarily of sales and marketing expenses associated with Landec's product sales and services, business development expenses and staff and administrative expenses. Included as a reduction to S,G&A for Apio is a $3.9 million reversal of the earn-out liability which was recorded as a reduction of operating expenses.

The increase in S,G&A expenses for the three months ended February 24, 2013 compared to the same period last year was primarily due to: (1) $1.6 million of S,G&A expenses at GreenLine which was acquired on April 23, 2012, (2) $307,000 increase in SG&A at Apio, excluding GreenLine, primarily from the amortization of the customer base intangible acquired in the acquisition of GreenLine and (3) a $143,000 increase at Corporate due to increased accounting, tax and legal fees. These increases were partially offset by a $175,000 decrease in S,G&A at Lifecore due primarily to lower headcount.

The increase in S,G&A expenses for the nine months ended February 24, 2013 compared to the same period last year was primarily due to: (1) $4.5 million of S,G&A expenses at GreenLine which was acquired on April 23, 2012, (2) a $2.1 million increase in SG&A at Apio, excluding GreenLine, due to the amortization of the customer base intangible acquired in the acquisition of GreenLine, an increase in salary and bonus expenses and additional sales and marketing expenses associated with the increase in revenues, (3) a $107,000 increase at Lifecore due to the timing of the recognition of certain S,G&A expenses within the fiscal year and (4) a $377,000 increase at Corporate due to increased accounting, tax and legal fees. These increases are partially offset by a $3.9 million reversal of the earn-out liability.

Other (in thousands):

	Three months ended 2/24/13	Three months ended 2/26/12	Change	Nine months ended 2/24/13	Nine months ended 2/26/12	Change
Dividend Income	$281	$281	—	$844	$844	—
Interest Income	$46	$63	(27%)	$104	$219	(53%)
Interest Expense	$(487)	$(153)	218%	$(1,526)	$(492)	210%
Other Income	$1,047	$3,508	(70%)	$6,288	$4,595	37%
Income Taxes	$(2,754)	$(2,920)	(6%)	$(8,238)	$(6,079)	36%
Non controlling Int.	$(3)	$(49)	(94%)	$(159)	$(288)	(45%)

Dividend Income

Dividend income is derived from the dividends accrued on our $15 million preferred stock investment in Windset which yields a cash dividend of 7.5% annually. There was no change in dividend income for the three and nine months ended February 24, 2013 compared to the same periods last year.

Interest Income

The decrease in interest income for the three and nine months ended February 24, 2013 compared to the same periods last year was primarily due to lower cash balances reflecting our use of cash to buyback shares of the Company's common stock during fiscal year 2012 and to purchase GreenLine.

Interest Expense

The increase in interest expense during the three and nine months ended February 24, 2013 compared to the same periods last year was due to interest on the debt incurred in the acquisition of GreenLine. This increase was partially offset by decreases in interest expense at Lifecore due to paying down its debt by $2.6 million since the beginning of fiscal year 2012.

Other Income

The decrease in other income for the three months ended February 24, 2013 compared to the same period last year is due to an update in the valuation of our Windset investment due to the receipt of updated forecasts and changes in certain assumptions during the Company's first fiscal quarter in 2013, whereas last year new forecasts underlying the valuation were received and the valuation was updated during the third quarter of fiscal year 2012.

The increase in other income for the nine months ended February 24, 2013 compared to the same period last year is due to a $1.7 million increase in the fair market value of our Windset investment.

Income Taxes

The decrease in the income tax expense for the three months ended February 24, 2013 is due to a 2% decrease in net income before taxes compared to the same period last year and due to a reduction of the effective tax rate for the three months ended February 24, 2013 to 36% from 38% for the same period last year.

The increase in the income tax expense for the nine months ended February 24, 2013 is due to a 63% increase in net income before taxes compared to the same period last year. The effective tax rate for the nine months ended February 24, 2013 was 31% compared to 38% for the same period last year primarily because the $3.9 million reversal of the earn-out liability during the second quarter of fiscal year 2012 related to the GreenLine acquisition was not subject to income taxes which resulted in a lower effective tax rate for the nine months ended February 24, 2013.

Non controlling Interest

The non controlling interest consists of the limited partners' equity interest in the net income of Apio Cooling, LP.

The change in the non controlling interest for the three and nine months ended February 24, 2013 compared to the same periods last year was not significant.

Liquidity and Capital Resources

As of February 24, 2013, the Company had cash and cash equivalents of $9.9 million, a net decrease of $12.3 million from $22.2 million at May 27, 2012.

Cash Flow from Operating Activities

Landec generated $13.5 million of cash from operating activities during the nine months ended February 24, 2013 compared to generating $8.5 million from operating activities during the nine months ended February 24, 2012. The primary sources of cash from operating activities during the nine months ended February 24, 2013 were from (1) generating $18.2 million of net income, (2) $6.7 million of depreciation/amortization and stock based compensation expenses and (3) a $4.2 million net increase in deferred tax liabilities. The primary reduction of cash from operating activities was from (1) the $6.3 million non-cash increase in the Company's investment in Windset, (2) a reversal of the $3.9 million earn-out liability from the GreenLine acquisition which increased net income by the same amount but was a non-cash item and (3) a net increase of $5.5 million in working capital, excluding the portion of the decrease in income taxes receivable which is attributable to the tax benefit from stock-based compensation.

The primary factors which increased working capital during the first nine months of fiscal year 2013 were a $5.3 million increase in receivables primarily due to the timing of receipts at Apio and that revenues in February this year were $2.6 million higher than May of last year and a $2.6 million decrease in accrued liabilities primarily from paying bonuses earned in fiscal year 2012 during the first quarter of fiscal year 2013 and (c) a $3.0 million increase in prepaid expenses and other current assets was primarily due to an increase in prepaid income taxes and prepaid insurance at Corporate. Working capital decreased during the first nine months of fiscal year 2013 because of a $5.1 million increase in accounts payable due to the timing of payments at Apio and from the $1.6 million increase in deferred revenues from the sale of Landec Ag to INCOTEC in June 2012 and from product that has been manufactured at Lifecore and billed but not yet shipped.

Cash Flow from Investing Activities

Net cash used in investing activities for the nine months ended February 24, 2013 was $8.3 million compared to $862,000 for the same period last year. The primary uses of cash in investing activities during the nine months ended February 24, 2013 were for the purchase of $4.5 million of equipment primarily to support the growth of the Apio value-added and Lifecore businesses, and from the net purchase of $3.8 million of marketable securities.

Cash Flow from Financing Activities

Net cash used in financing activities for the nine months ended February 24, 2013 was $17.4 million compared to $3.3 million for the same period last year. The net cash used in financing activities during the first nine months of fiscal year 2013 was primarily due to the $10 million earn out payment from the Lifecore acquisition, $9.7 million of which was recorded as a contingent liability at the time of the acquisition and is therefore classified as a financing activity, and $12.1 million of payments on the Company's lines of credit and long-term debt. These uses of cash in financing activities were partially offset by a $2.7 million tax benefit from stock-based compensation and from $1.4 million of cash received from the exercise of stock options by Company employees.

Capital Expenditures

During the nine months ended February 24, 2013, Landec purchased equipment to support the growth of the Apio value-added and Lifecore businesses. These expenditures represented the majority of the $4.5 million of capital expenditures.

Debt

On August 19, 2004, Lifecore issued variable rate industrial revenue bonds ("IRBs"). These IRBs were assumed by Landec in the acquisition of Lifecore. The IRBs are collateralized by a bank letter of credit which is secured by a first mortgage on the Lifecore facility in Chaska, Minnesota. In addition, Lifecore pays an annual remarketing fee equal to 0.125% and an annual letter of credit fee of 0.75%.

On April 23, 2012 in connection with the acquisition of GreenLine, Apio entered into three loan agreements with General Electric Capital Corporation and/or its affiliates ("GE Capital"), (collectively the "Apio Loan Agreements"):

1) A five-year, $25.0 million asset-based working capital revolving line of credit, with an interest rate of LIBOR plus 2%, with availability based on the monthly combination of the eligible accounts receivable and inventory balances of Apio and its subsidiaries. Apio's revolving line of credit has an unused fee of 0.375% per annum. At February 24, 2012, Apio had $4.0 million outstanding under its revolving line of credit.

2) A $12.7 million capital equipment loan which matures in seven years payable in monthly principal and interest payments of $175,356 with interest based on a fixed rate of 4.39% per annum.

3) A $19.1 million real estate loan, $1.2 million of which is due on April 23, 2013 and the remainder maturing in ten years. The real estate loan has a fifteen year amortization period due in monthly principal and interest payments of $141,962 with interest based on a fixed rate of 4.02% per annum. The principal balance remaining at the end of the ten year term is due in one lump sum on May 1, 2022.

The obligations of Apio and its subsidiaries arising from the Apio Loan Agreements are secured by liens on all of the property of Apio and its subsidiaries. The Apio Loan Agreements contain customary events of default under which obligations could be accelerated or increased. Landec is guaranteeing all obligations of Apio and its subsidiaries to GE Capital under the loans described in clauses (2) and (3) above and has pledged its equity interest in Apio as collateral under the loan described in (1) above. The Apio Loan Agreements contain customary covenants, such as limitations on the ability to (1) incur indebtedness or grant liens or negative pledges on Apio's assets; (2) make loans or other investments; (3) pay dividends or repurchase stock or other securities; (4) sell assets; (5) engage in mergers; (6) enter into sale and leaseback transactions; (7) adopt certain benefit plans; and (8) make changes in Apio's corporate structure. In addition, Apio must maintain a minimum fixed charge coverage ratio of 1.10 to 1.0. Apio was in compliance with all financial covenants as of February 24, 2013.

On May 23, 2012, Lifecore entered into two financing agreements with BMO Harris Bank N.A. and/or its affiliates ("BMO Harris"), collectively (the "Lifecore Loan Agreements"):

(1) A Credit and Security Agreement (the "Credit Agreement") which includes (a) a one-year, $8.0 million asset-based working capital revolving line of credit, with an interest rate of LIBOR plus 1.85%, with availability based on the monthly combination of Lifecore's eligible accounts receivable and inventory balances (availability was $6.9 million at February 24, 2013) and with no unused fee (as of February 24, 2013, no amounts were outstanding under the line of credit) and (b) a $12.0 million term loan which matures in four years due in monthly payments of $250,000 with interest payable monthly based on a variable interest rate of LIBOR plus 2% (the "Term Loan").

(2) A Reimbursement Agreement pursuant to which BMO Harris caused its affiliate, Bank of Montreal, to issue an irrevocable letter of credit in the amount of $3.5 million (the "Letter of Credit") which is securing the IRBs described above.

The obligations of Lifecore under the Lifecore Loan Agreements are secured by liens on all of the property of Lifecore. The Lifecore Loan Agreements contain customary covenants, such as limitations on the ability to (1) incur indebtedness or grant liens or negative pledges on Lifecore's assets; (2) make loans or other investments; (3) pay dividends or repurchase stock or other securities; (4) sell assets; (5) engage in mergers; (6) enter into sale and leaseback transactions; (7) adopt certain benefit plans; and (8) make changes in Lifecore's corporate structure. In addition, under the Credit Agreement, Lifecore must maintain (a) a minimum fixed charge coverage ratio of 1.10 to 1.0 and a minimum quick ratio of 1.25 to 1.00, both of which must be satisfied as of the end of each fiscal quarter commencing with the fiscal quarter ending August 26, 2012 and (b) a minimum tangible net worth of $29,000,000, measured as of May 28, 2013, and as of the end of each fiscal year thereafter. Lifecore was in compliance with all financial covenants as of February 24, 2013.

The Term Loan was used to repay Lifecore's former credit facility with Wells Fargo Bank, N.A. ("Wells Fargo"). The Letter of Credit (which replaces a letter of credit previously provided by Wells Fargo) provides liquidity and credit support for the IRBs.

In May 2010, the Company entered into a five-year interest rate swap agreement under the credit agreement with Wells Fargo, which expires on April 30, 2015. The interest rate swap was designated as a cash flow hedge of future interest payments of LIBOR and had a notional amount of $20 million. As a result of the interest rate swap transaction, the Company fixed for a five-year period the interest rate at 4.24% subject to market based interest rate risk on $20 million of borrowings under the credit agreement with Wells Fargo. The Company's obligations under the interest rate swap transaction as to the scheduled payments were guaranteed and secured on the same basis as is its obligations under the credit agreement with Wells Fargo at the time the agreement was consummated. As mentioned in Note 11, upon entering into the new Term Loan with BMO Harris, the Company used the proceeds from that loan to pay off the Wells Fargo credit facility. The swap with Wells Fargo was not terminated upon the extinguishment of the debt with Wells Fargo. As a result of extinguishing the debt with Wells Fargo as of May 23, 2012, the swap was no longer an effective hedge and therefore, the fair value of the swap at the time the debt was extinguished of $347,000 was reversed from other comprehensive income and recorded in other expense during fiscal year 2012. The fair value of the swap arrangement as of February 24, 2013 and May 27, 2012 was $203,000 and $347,000, respectively, and is included in other accrued liabilities in the accompanying balance sheet. The change in the fair value of the swap of $45,000 and $144,000, respectively, for the three and nine months ended February 24, 2013 is recorded in other income in the accompanying Consolidated Statements of Comprehensive Income.

Landec believes that its cash from operations, along with existing cash, cash equivalents and marketable securities will be sufficient to finance its operational and capital requirements for at least the next twelve months.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes to the Company's market risk during the first nine months of fiscal year 2013.

Item 4. Controls and Procedures

Evaluation of Internal and Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q (the Evaluation Date), we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, regarding the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded, as of the end of the period covered by this Quarterly Report, that our disclosure controls and procedures were not effective as a result of the identified material weakness in internal control over financial reporting, the nature of which is summarized below.

Notwithstanding the material weakness described below, we have performed additional analyses and other procedures to enable management to conclude that our condensed consolidated financial statements included in this report were prepared in accordance with accounting principles generally accepted in the United States. Based in part on these additional efforts, our Chief Executive Officer and Chief Financial Officer have included their certifications as exhibits to this Form 10-Q.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company’s annual or interim financial statements will not be prevented or detected on a timely basis.

The Company did not have effective controls to provide assurance as to the appropriate application of accounting methods with respect to determining the fair value of its investment in a non-public company for which it has elected the fair value option. The company misapplied the guidance under FASB ASC 820 - Fair Value Measurement, by incorrectly calculating the fair value of the investment.

To remediate the material weakness described above and enhance our internal control over financial reporting, management has developed and initiated a plan to implement the following changes:

- Obtain an independent appraisal at least annually and when there has been a significant change in assumptions of the Company’s investment(s) in non-public company(ies) – fair value including a discounted net present value of the investment as of the quarter being reported.

- Management will validate the significant assumptions of the independent appraiser’s model and verify that the discounted net present value as of the quarter being reported is reasonable.

- At quarter ends, where an independent appraiser’s model is not obtained, management will validate and update, as necessary, the significant assumptions of that independent appraiser’s qualified model and calculate a discounted net present value as of the quarter being reported.

-34-

Management believes that these measures will remediate the material weakness described above. Management believes these measures have been fully implemented as of the date of this report, but subsequent to the period covered by this report. The Company's auditors will evaluate the effectiveness of these measures in the fourth quarter of fiscal year 2013. The Audit Committee of the Board of Directors and management will continue to monitor the implementation of these remedial measures and the effectiveness of our internal controls and procedures on an ongoing basis.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

The Company continues to implement our remediation plan for the material weakness in the effectiveness of controls related to determining the fair value of its investment in a non-public company discussed in Item 4 above. Based on our progress to date in the implementation of our remediation plan, we believe we will complete the required remedial actions for the material weakness in the fourth quarter of fiscal year 2013. There were no other changes in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. The additional costs associated with the above remedial actions are not material.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As of the date of this report, the Company is not a party to any legal proceedings.

Item 1A. Risk Factors

Except as set forth below, there have been no significant changes to the Company's risk factors which are included and described in the Form 10-K for the fiscal year ended May 27, 2012 filed with the Securities and Exchange Commission on August 8, 2012.

Lapses in disclosure controls and procedures or internal control over financial reporting could materially and adversely affect the Company’s operations, profitability or reputation.

We are committed to maintaining high standards of internal control over financial reporting and disclosure controls and procedures. Nevertheless, lapses or deficiencies in disclosure controls and procedures or in our internal control over financial reporting may occur from time to time. On January 2, 2013, we reported that our audit committee reached a determination to restate our previously-filed interim financial statements for the first fiscal quarter of 2013 and that our previously-filed interim financial statements for the first fiscal quarter of 2013 should not be relied upon. We also reported management’s determination that a material weakness existed in our internal control over financial reporting at August 26, 2012. As a result of the material weakness, management also concluded that our disclosure controls and procedures were not effective at August 26, 2012.

There can be no assurance that our disclosure controls and procedures will be effective in preventing a material weakness or significant deficiency in internal control over financial reporting from occurring in the future. Any such lapses or deficiencies may materially and adversely affect our business and results of operations or financial condition, restrict our ability to access the capital markets, require us to expend resources to correct the lapses or deficiencies, expose us to regulatory or legal proceedings, harm our reputation, or otherwise cause a decline in investor confidence.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of equity securities or shares repurchased by the Company during the fiscal quarter ended on February 24, 2013.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit Number	Exhibit Title:
31.1+	CEO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	CFO Certification pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
32.1+	CEO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002.
32.2+	CFO Certification pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

+ Filed herewith.

SIGNATURES

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, thereunto duly authorized.

LANDEC CORPORATION

By: /s/ Gregory S. Skinner
Gregory S. Skinner
Vice President, Finance and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: April 4, 2013