

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

FORM 8-K

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

Date of Report (Date of earliest event reported): **March 18, 2025**

CALAVO GROWERS, INC.

(Exact name of registrant as specified in its charter)

<u>California</u> (State or other jurisdiction of incorporation)	<u>000-33385</u> (Commission File Number)	<u>33-0945304</u> (IRS Employer Identification No.)
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<u>1141-A Cummings Road, Santa Paula, California</u> (Address of principal executive offices)	<u>91360</u> (Zip Code)
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Registrant's telephone number, including area code: (805) 525-1245

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u> Common Stock	<u>Trading Symbol(s)</u> CVGW	<u>Name of each exchange on which registered</u> Nasdaq Global Select Market
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On March 16, 2025, the Board of Directors of Calavo Growers, Inc. (the “Company”) approved a share repurchase program authorizing the Company to repurchase up to \$25,000,000 of its outstanding shares of common stock, par value \$0.001 per share (“Common Stock”).

Repurchases under the program may be made from time to time in accordance with applicable securities laws and regulations, using a variety of methods, including open market purchases, privately negotiated transactions, and Rule 10b5-1 trading plans under the Securities Exchange Act of 1934, as amended.

The share repurchase program does not require the Company to acquire any specific number of shares, and may be modified, suspended, or discontinued at any time at the discretion of the Board of Directors or management. The timing, amount, and method of repurchases will depend on a variety of factors, including market conditions, the Company’s financial position, regulatory requirements, and other strategic considerations.

This disclosure contains forward-looking statements regarding the Company’s stock repurchase program. Actual results may differ due to various risks and uncertainties, as outlined in the Company’s most recent filings with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated March 18, 2025 of the Registrant.](#)

104 Cover Page Interactive Data File (formatted as inline XBRL).

SIGNATURE

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

March 18, 2025

Calavo Growers, Inc.

By: /s/ Lecil Cole

Lecil Cole

Chief Executive Officer (Principal Executive Officer)



Calavo Growers, Inc. Announces \$25 Million Stock Repurchase Program

Strong Balance Sheet and Robust Liquidity Position Company for Buybacks to Enhance Shareholder Value

SANTA PAULA, Calif., March 18, 2025 (GLOBE NEWSWIRE) – Calavo Growers, Inc. (**Nasdaq-GS: CVGW**), a global leader in the avocado industry and provider of value-added fresh food (the “Company” or “Calavo”), today announced that its Board of Directors has authorized a share repurchase program of up to \$25 million of the Company's outstanding common stock.

“This repurchase program underscores our confidence in our long-term strategy, financial position, and ability to drive shareholder value,” said Lee Cole, President and CEO of Calavo. “Together with our strong balance sheet, expected cash flow generation, and robust liquidity position, this repurchase program demonstrates our commitment to our shareholders while maintaining our flexibility to invest in strategic growth initiatives and operational improvements.”

The Company is authorized to repurchase up to \$25 million of its common stock. Repurchases may be conducted through open-market transactions at prevailing market prices, privately negotiated transactions, or Rule 10b5-1 trading plans as permitted under federal securities laws and regulations. The repurchase program remains in effect until March 18, 2027, unless extended or terminated earlier by the Board of Directors. The timing, volume, and pricing of repurchases will be determined by the Company's management with oversight from the Board and will depend upon market conditions, the Company's financial position, regulatory requirements and other strategic considerations.

About Calavo Growers, Inc.

Calavo Growers, Inc. (Nasdaq: CVGW) is a global leader in the processing and distribution of avocados, tomatoes, papayas, and guacamole. Founded in 1924, Calavo operates a vertically integrated business model, serving retail grocery, foodservice, club stores, and food distributors worldwide. Headquartered in Santa Paula, California, Calavo maintains operations throughout the U.S. and Mexico. Learn more at www.calavo.com.

Forward-Looking Statements

This press release contains forward-looking statements, including expectations regarding stock repurchases, financial performance, and future business strategies. These statements are subject to risks and uncertainties that could cause actual results to differ materially. Please refer to Calavo's most recent Form 10-K and Form 10-Q filings with the Securities and Exchange Commission for a discussion of these risks.

Investor Contact

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