
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): **June 11, 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>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	CVGW	Nasdaq Global Select Market

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 7.01 Regulation FD Disclosure.

On June 11, 2025, Calavo Growers Inc., (the “Company”) issued a press release announcing that it has received a non-binding, indicative proposal to acquire all of the outstanding shares of the Company for consideration nominally valued at \$32.00 per share of the Company’s common stock, consisting of a combination of stock of the proposing party and cash. Among other conditions, the proposal is subject to due diligence and financing. The Company’s Board of Directors is reviewing this non-binding proposal in consultation with its legal and financial advisors. This non-binding proposal may or may not lead to a transaction, and the Company does not intend to comment or update further unless warranted. A copy of the press release is attached as Exhibit 10.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[10.1 Press Release dated June 11, 2025](#)

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.

June 11, 2025

Calavo Growers, Inc.

By: /s/ Lecil Cole

Lecil Cole

Chief Executive Officer (Principal Executive Officer)



Calavo Growers, Inc. Announces Receipt of Unsolicited Proposal

SANTA PAULA, Calif., June 11, 2025 (GLOBE NEWSWIRE) -- [Calavo Growers, Inc. \(Nasdaq-GS: CVGW\)](#), (the “Company” or “Calavo”) a global leader in sourcing, packing and distribution of fresh avocados, tomatoes, papayas and processing of guacamole and other avocado products, today announced that it has received a non-binding, indicative proposal to acquire all of the outstanding shares of the Company for consideration nominally valued at \$32.00 per share of the Company’s common stock, consisting of a combination of stock of the proposing party and cash. Among other conditions, the proposal is subject to due diligence and financing. The Company’s Board of Directors is reviewing this non-binding proposal in consultation with its legal and financial advisors. This non-binding proposal may or may not lead to a transaction, and the Company does not intend to comment or update further unless warranted.

About Calavo Growers, Inc.

Calavo Growers, Inc. (Nasdaq: CVGW) is a global leader in the processing and distribution of avocados, tomatoes, papayas and guacamole. Calavo products are sold under the trusted Calavo brand name, proprietary sub-brands, private label and store brands. Founded in 1924, Calavo has a rich culture of innovation, sustainable practices and market growth. The Company serves retail grocery, foodservice, club stores, mass merchandisers, food distributors and wholesalers worldwide. Calavo is headquartered in Santa Paula, California, with facilities throughout the U.S. and Mexico. Learn more about *The Family of Fresh*™ at calavo.com.

Investor Contact

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