

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No.)¹

EMCORE Corporation
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

290846203
(CUSIP Number)

BRADLEY L. RADOFF
2727 Kirby Drive
Unit 29L
Houston, Texas 77098

RYAN NEBEL
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 17, 2023
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON The Radoff Family Foundation	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 435,143
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 435,143
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 435,143	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON Bradley L. Radoff	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF, AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,795,143
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 5,795,143
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,795,143	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.9%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Common Stock, no par value (the “Shares”), of EMCORE Corporation, a New Jersey corporation (the “Issuer”). The address of the principal executive office of the Issuer is 2015 W. Chestnut Street, Alhambra, California 91803.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) The Radoff Family Foundation, a Texas non-profit corporation (the “Radoff Foundation”), with respect to the Shares directly and beneficially owned by it; and
- (ii) Bradley L. Radoff, with respect to the Shares directly and beneficially owned by him and as a director of the Radoff Foundation.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The principal business address of each of the Reporting Persons is 2727 Kirby Drive, Unit 29L, Houston, Texas 77098.

(c) The principal business of the Radoff Foundation is serving charitable purposes. The principal occupation of Mr. Radoff is serving as a private investor.

(d) No Reporting Person, nor any person listed on Schedule A, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person, nor any person listed on Schedule A, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Mr. Radoff is a citizen of the United States of America. The citizenship of the persons listed on Schedule A is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

The Shares purchased by the Radoff Foundation were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 435,143 Shares directly owned by the Radoff Foundation is approximately \$413,915, including brokerage commissions

The Shares directly owned by Mr. Radoff were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 5,360,000 Shares directly owned by Mr. Radoff is approximately \$3,800,736, including brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

The Reporting Persons believe that, given the Issuer's approximately 128%¹ share increase (driven by two share issuances) and 83%² decline in share price over the past year, as well as apparent widespread shareholder dissatisfaction, the Issuer would benefit significantly from a meaningfully refreshed board of directors (the "Board") with new independent directors who possess the necessary skillsets to remedy the ongoing value destruction at the Issuer. In the Reporting Persons' view, such refresh should occur quickly with shareholder input and prior to the Issuer's next annual meeting, at which Chair of the Board Stephen L. Domenik is required to step down as a director under the Issuer's Bylaws and Corporate Governance Guidelines. The Reporting Persons urge the Issuer to refrain from taking any further dilutive actions or engaging in any acquisitions or financings until shareholders, the true owners of the Issuer, have had an opportunity to provide their input on the composition of the Board. The Reporting Persons believe there is significant value to be unlocked at the Issuer and are available and ready to engage directly with the Board to assist in the refreshment process.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board, engaging in discussions with shareholders of the Issuer or third parties, including potential acquirers and service providers about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capital allocation strategy, capitalization, ownership structure, including a sale of the Issuer as a whole or in parts, Board structure (including Board composition) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4.

¹ Based on 37,549,905 Shares outstanding as of August 5, 2022, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 9, 2022 and 85,704,987 Shares, consisting of (i) 73,804,978 Shares outstanding as of August 22, 2023, which is the total number of Shares outstanding immediately after the Issuer's most recent offering, as reported in the Issuer's Prospectus Supplement on Form 424B5, filed with the Securities and Exchange Commission on August 17, 2023 plus (ii) the 11,900,000 Shares underlying the pre-funded warrants issued in connection with the most recent offering.

² Based on a closing price of \$3.40 per share on August 5, 2022 and a closing price of \$0.59 per share as of August 23, 2023.

Item 5. Interest in Securities of the Issuer.

The aggregate percentage of Shares reported owned by each person named herein is based upon 73,804,978 Shares outstanding as of August 22, 2023, which is the total number of Shares outstanding immediately after the Issuer's most recent offering (the "Offering"), as reported in the Issuer's Prospectus Supplement on Form 424B5, filed with the Securities and Exchange Commission on August 17, 2023. The Issuer issued a press release on August 22, 2023 announcing the closing of the Offering.

A. The Radoff Foundation

- (a) As of the date hereof, the Radoff Foundation beneficially owns directly 435,143 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 435,143
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 435,143
 4. Shared power to dispose or direct the disposition: 0

B. Mr. Radoff

- (a) As of the date hereof, Mr. Radoff beneficially owns directly 5,360,000 Shares. As a director of the Radoff Foundation, Mr. Radoff may be deemed to beneficially own the 435,143 Shares owned by the Radoff Foundation.

Percentage: Approximately 7.9%

- (b) 1. Sole power to vote or direct vote: 5,795,143
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 5,795,143
 4. Shared power to dispose or direct the disposition: 0

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each Reporting Person disclaims beneficial ownership of the Shares that he or it does not directly own.

- (c) Schedule B annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons during the past 60 days. All of such transactions were effected in the open market unless otherwise noted therein.
- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On August 24, 2023, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement, dated August 24, 2023.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 24, 2023

The Radoff Family Foundation

By: /s/ Bradley L. Radoff
Name: Bradley L. Radoff
Title: Director

/s/ Bradley L. Radoff
Bradley L. Radoff

SCHEDULE A

Directors and Officers of The Radoff Family Foundation

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Bradley L. Radoff Director*			
Rose Radoff Director and Secretary	Director and Secretary	2727 Kirby Drive, Unit 29L, Houston, Texas 77098	United States
Russell Radoff Director	Medical Doctor	Medical Clinic of Houston, L.L.P. 1701 Sunset Boulevard Houston, Texas 77005	United States

* Mr. Radoff is a Reporting Person and, as such, the information with respect to Mr. Radoff called for by the Schedule 13D is set forth therein.

SCHEDULE B**Transactions in the Securities of the Issuer During the Past Sixty (60) Days**

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>BRADLEY L. RADOFF</u>			
Sale of Common Stock	(5,591)	0.7201	08/09/2023
Purchase of Common Stock	10,000	0.8244	08/10/2023
Purchase of Common Stock	990,000	0.4768	08/17/2023
Purchase of Common Stock	1,725,000	0.5000	08/17/2023
Purchase of Common Stock	150,000	0.4890	08/18/2023
Purchase of Common Stock	25,000	0.4725	08/21/2023
Purchase of Common Stock	200,000	0.4788	08/22/2023
Purchase of Common Stock	50,000	0.5242	08/23/2023

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, no par value, of EMCORE Corporation, a New Jersey corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: August 24, 2023

The Radoff Family Foundation

By: /s/ Bradley L. Radoff

Name: Bradley L. Radoff

Title: Director

/s/ Bradley L. Radoff

Bradley L. Radoff