
**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): April 10, 2012

LINCOLNWAY ENERGY, LLC

(Exact name of registrant as specified in its charter)

Iowa
(State or other jurisdiction of
incorporation)

000-51764
(Commission
File Number)

20-1118105
(IRS Employer
Identification No.)

59511 W. Lincoln Highway, Nevada, Iowa
(Address of principal executive offices)

50201
(Zip Code)

Registrant's telephone number, including area code: (515) 232-1010

Not Applicable

(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))

Item 1.02 TERMINATION OF A MATERIAL DEFINITIVE AGREEMENT.

Lincolnway Energy, LLC and Heart of Iowa Cooperative are parties to an Amended and Restated Grain Handling Agreement dated January 24, 2006, pursuant to which Lincolnway Energy purchases corn from Heart of Iowa Cooperative. Lincolnway Energy's managers unanimously determined to terminate the Amended and Restated Grain Handling Agreement in order to, among other things, provide Lincolnway Energy with more flexibility and independence in the sourcing and purchase of its corn requirements. Lincolnway Energy delivered notice to Heart of Iowa Cooperative on April 10, 2012 of the termination of the Amended and Restated Grain Handling Agreement effective six months from the date of the notice, which is October 10, 2012.

A letter from Lincolnway Energy to Heart of Iowa Cooperative advising the Cooperative of the termination of the Amended and Restated Grain Handling Agreement is being filed as an exhibit to this report.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d)	Exhibits	
	<u>Exhibit Number</u>	<u>Description</u>
	99	Letter to Heart of Iowa Cooperative

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 hereunto duly authorized.

LINCOLNWAY ENERGY, LLC

Date: April 11, 2012

By: /s/ Richard Brehm
Richard Brehm, President and
Chief Executive Officer



April 10, 2012

VIA HAND DELIVERY

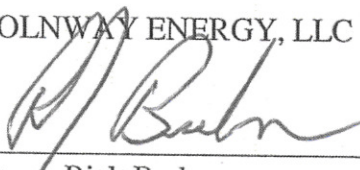
Heart of Iowa Cooperative
22703 600th Avenue
Nevada, IA 50201-7853

Re: Termination of Amended and Restated Grain Handling Agreement

Dear Jim Magnuson:

Lincolnway Energy, LLC hereby gives notice to Heart of Iowa Cooperative of Lincolnway Energy, LLC's termination of the Amended and Restated Grain Handling Agreement between Lincolnway Energy, LLC and Heart of Iowa Cooperative, a/k/a Key Cooperative, dated January 24, 2006, effective six months from the date of this letter, which is October 10, 2012.

LINCOLNWAY ENERGY, LLC

By: 
Name: Rick Brehm
Title: Chief Executive Officer

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