

**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): **November 15, 2017**

**Farmer Bros. Co.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34249**  
(Commission File Number)

**95-0725980**  
(I.R.S. Employer  
Identification No.)

**1912 Farmer Brothers Drive, Northlake, Texas 76262**  
(Address of Principal Executive Offices)

(888) 998-2468  
(Registrant's Telephone Number, Including Area Code)

**None**  
(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))

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.

As of November 15, 2017, representatives of Farmer Bros. Co., a Delaware corporation (the “Company”), will begin making presentations using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.1 (the “Investor Presentation”). The Company expects to use the Investor Presentation, including on the Company’s website, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others. The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company’s Securities and Exchange Commission (“SEC”) filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in the Investor Presentation, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

By filing this report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

As provided in General Instruction B.2. of Form 8-K, the information included in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing. In addition, the exhibit furnished herewith contains statements intended as “forward-looking statements” that are subject to the cautionary statements about forward-looking statements set forth in such exhibit.

### *Use of Company Website to Distribute Material Company Information*

The Company’s website address is [www.farmerbros.com](http://www.farmerbros.com). The Company uses its website as a channel of distribution of important company information. Important information, including press releases and financial information regarding the Company, is routinely posted on and accessible on the Investor Relations subpage of the Company’s website, which is accessible by clicking on “Investor Relations” on the website home page. The Company also uses its website to expedite public access to time-critical information regarding the Company in advance of or in lieu of distributing a press release or a filing with the SEC disclosing the same information. Therefore, investors should look to the Investor Relations subpage of the Company’s website for important and time-critical information. Visitors to the Company’s website can also register to receive automatic e-mail notifications alerting them to new information made available on the Investor Relations subpage of the Company’s website.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

Exhibit No.	Description
99.1	<a href="#"><u>Investor Presentation Slideshow in use beginning November 15, 2017.</u></a>

**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.

**Dated: November 15, 2017**

**FARMER BROS. CO.**

**By: /s/ David G. Robson**

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David G. Robson

Treasurer and Chief Financial Officer

## EXHIBIT INDEX

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November 2017

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this presentation are not based on historical fact and are forward-looking statements within the meaning of federal securities laws and regulations. These statements are based on management's current expectations, assumptions, estimates and observations of future events and include any statements that do not directly relate to any historical or current fact; actual results may differ materially due in part to the risk factors set forth in our most recent 10-K and 10-Q filings. These forward-looking statements can be identified by the use of words like "anticipates," "estimates," "projects," "expects," "plans," "believes," "intends," "will," "assumes" and other words of similar meaning. Owing to the uncertainties inherent in forward-looking statements, actual results could differ materially from those set forth in forward-looking statements. We intend these forward-looking statements to speak only at the time of this presentation and do not undertake to update or revise these statements as more information becomes available except as required under federal securities laws and the rules and regulations of the SEC. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, the success of the Corporate Relocation Plan, the timing and success of implementation of the DSD Restructuring Plan, the Company's success in consummating acquisitions and integrating acquired businesses, the adequacy and availability of capital resources to fund the Company's existing and planned business operations and the Company's capital expenditure requirements, the relative effectiveness of compensation-based employee incentives in causing improvements in Company performance, the capacity to meet the demands of our large national account customers, the extent of execution of plans for the growth of Company business and achievement of financial metrics related to those plans, the success of the Company to retain and/or attract qualified employees, the effect of the capital markets as well as other external factors on stockholder value, fluctuations in availability and cost of green coffee, competition, organizational changes, the effectiveness of our hedging strategies in reducing price risk, changes in consumer preferences, our ability to provide sustainability in ways that do not materially impair profitability, changes in the strength of the economy, business conditions in the coffee industry and food industry in general, our continued success in attracting new customers, variances from budgeted sales mix and growth rates, weather and special or unusual events, as well as other risks described in this presentation and other factors described from time to time in our filings with the SEC.

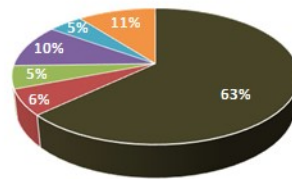
Note: All of the financial information presented herein is unaudited.



## CORPORATE OVERVIEW

- **National manufacturer, wholesaler, and distributor of foodservice products with over 100 years in the business**
  - Founded in 1912
  - National roaster, manufacturer, wholesaler, and distributor of high-quality branded and private label coffees and distributor of teas, spices, and culinary products
- **Differentiated business model**
  - One of the most complete local, regional, and national Direct Store Delivery (DSD) networks in the coffee industry
  - Production capabilities at three quality tiers – value, premium, and specialty
  - Substantial experience in coffee sourcing, procurement, roasting, and blending
  - Respected sustainability program
- **Growth Industry**
  - Positive growth rates with specialty coffee and iced coffee beverages forecasted to grow at faster rates\*
  - Delivered 7% compound annual growth rate in coffee pounds since FY11
- **Experienced management team**
  - Significant experience across consumer branded, packaged goods, and beverage companies
  - Strong background in turnarounds
- **Industry association leadership**
  - Mike Keown appointed Vice Chairman, World Coffee Research – October 2016

FY17 Net Sales - \$541.5M



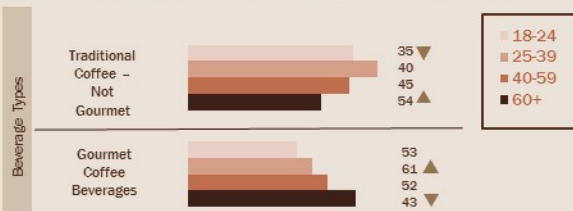
- Coffee (Roast & Ground)
- Coffee (Frozen Liquid)
- Tea (Iced & Hot)
- Culinary
- Spice
- Other beverages

\* Source : 2016 Nielsen Retail Report

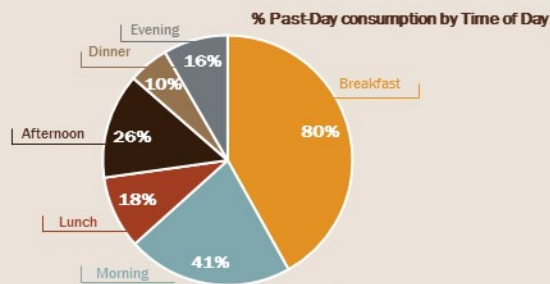


# COFFEE CONSUMPTION TRENDS

## CONSUMPTION & OCCASION



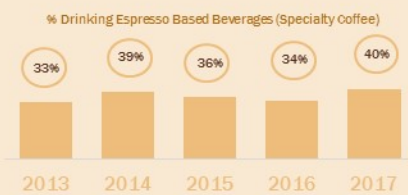
- Gourmet penetration has surpassed traditional coffee among Millennials and Gen Xers



- Coffee is no longer just a "morning" drink.

## "SPECIALTY"IZATION

- Specialty coffee consumption has peaked in 2017



## COLD BREW

529% Growth (2012-2016)



- Cold brew is on 2.2% of menus across the U.S., having grown about 49% from 2015 to 2016 and almost 529% from 2012 to 2016.
- 40% of diners want to try cold brew at a restaurant and 34% would buy cold brew at retail locations.
- Cold brew coffee appeals to customers of all ages, with younger generations leading the crowd (54% of Millennials, 34% of Gen Xers, 11% of Baby Boomers drink cold brew).

Sources : 2017 National Coffee Association; Givaudan Flavors, Why Explore Cold Brew Coffee June 2016; Datassential, Tips November 2015

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# 2017 MEGA COFFEE TRENDS

## Farmer to Consumer

### Reuse & Upcycle

- Farmers use the coffee cherry skins to produce coffee flour so they can use it for baking
- Consumers enjoyed steeped skins (Cascara) as an emerging specialty beverage
- Next: Cascara sodas and adult beverages



## Beneficial Cred

### Coffee Reputation gets a healthy boost

- Off the line: Bulletproof Coffee
- Media Blitz on healthy benefits
- Further support from health Experts (Webmd, Mayo Clinic)
- Focus: Phytochemicals & Caffeine



## Processing Protocol

### Pre-Harvest to Pre-Cup

- Coffee houses are beginning to entice consumers by promoting "least processed"
- This is new-age transparency that furthers authenticity and goodwill



## Cold Brew

### Nitro Goes Mainstream

- Small but expanding as early adopters drive growth
- Reduces need for sweetener due to creamy mouthful
- RTD options starting to surface. Will they make the grade?



## Culinary Elite

### Coffee as Culinary Star

- Coffee becomes a go-to ingredient for chefs, making an increased appearance on menus.
- Trending: Food & Alcohol pairings, Season pushes; varietals



## Flavor(full)

### Flavor with Purpose

- Consumers seeking health benefits and flavors as a single solution
- Coffee & tea offer a viable foundation
- Trending: Ethnic spices, seeds, nut milks, antioxidants, flavanoids



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# MULTI-TIER COFFEE & TEA PORTFOLIO

## SPECIALTY — Handcrafted. Fresh. Sustainable.

ARTISAN COLLECTION  
BY FARMER BROTHERS™

PANACHE  
YOUR NEIGHBORHOOD'S BEST COFFEE™

COLLABORATIVE  
COFFEE  
FARM DIRECT

## PREMIUM — Fresh. Contemporary. Diverse.

METROPOLITAN  
BY FARMER BROTHERS

UNMOMENTO

MCGARVEY

CHINAMIST.

Farmer Brothers  
PREMIUM

## TRADITIONAL — Traditional coffees for the classic consumer

Farmer Brothers

SUPERIOR  
BY FARMER BROTHERS

cain's  
BY FARMER BROTHERS

Farmer Brothers  
SELECT  
TEA

### Product Categories

COFFEE

CIDER & CHAI

TEA

SPICES

CAPPUCINO & COCOA

JUICE & SMOOTHIES

CULINARY

FOODSERVICE SUPPLIES

Farmer Brothers

# PRIVATE BRAND PROGRAM DEVELOPMENT

## OUR MODEL

### SPECIALTY COFFEE AT SCALE



### TOTAL PARTNERSHIP MODEL



## WHY WE'RE DIFFERENT

01

### QUALITY

- Cup scores / buying philosophy
- State-of-the-art roastery
- Extensive coffee innovation expertise



REPEAT PURCHASE

02

### CONSISTENCY

- 40 years of wholesaling
- Exacting quality standards
- "7 Year Journeyman" roaster training



CONFIDENCE & TRUST

03

### LEADERSHIP

- SCAA, Roasters Guild
- Industry leading green coffee buying
- >100 independent coffeehouse accounts



CREDIBILITY

04

### SUSTAINABILITY

- LEED® Silver certified roastery
- Corporate sustainability program
- Longstanding direct trade relationships



SECURITY & RESPECT

05

### PARTNERSHIP

- Dedicated Market Insights Manager
- Account Management philosophy
- Strong collaborative approach



INNOVATION & DIFFERENTIATION

Farmer Brothers









# NATIONWIDE DISTRIBUTION NETWORK

7 Manufacturing Facilities/Distribution Centers and 111 branch warehouses






# OUR SUSTAINABILITY PROGRAMS

Environmental & social sustainability is part of our company culture.

ENVIRONMENTAL	SOCIAL
 <p>First roaster in the Northwest to be LEED® Silver Certified.</p>	 <p>Innovative direct trade program pays farmers more for quality.</p>
 <p>100% of electricity used at our roasting facilities is offset by renewable energy credits, part of our ongoing carbon footprint reduction strategy.</p>	 <p>Strong partnership with Fair Trade USA, offering a wide range of single origins and blends. Ethical consumers place emphasis here.</p>
 <p>We've lowered our carbon footprint by 32,100 Metric Tonnes, equivalent to removing ~6,800 passenger vehicles from the road for one year. 70% of our waste is diverted from the landfill</p>	 <p>Active participation and supporter of charities that work to provide meals and comfort to families, including Feeding America and Ronald McDonald House Charities</p>
 <p>Certified USDA and OCIA coffees from all major growing regions, including blends and single origins.</p>	 <p>Industry collaboration to help address some of the coffee growing communities most pressing issues, such as farmworkers rights and food security.</p>

Farmer Brothers

## EXPERIENCED SENIOR MANAGEMENT TEAM

Name	Title	Prior Experience
Mike Keown	President and Chief Executive Officer	WhiteWave 
David Robson	Treasurer and Chief Financial Officer	PIRCH 
Tom Mattei	General Counsel and Assistant Secretary	weintraub tobin LATHAM & WATKINS LLP
Ellen Iobst	Chief Operations Officer	Sunny Delight 
Mike Walsh	Vice President/General Manager of DSD	aramark 
Scott Siers	Senior Vice President/General Manager of Direct-Ship	MCLANE 
Gerard Bastiaanse	Senior Vice President, Marketing	Dole 
Suzanne Gargis	Vice President, Human Resources	Sara Lee 

Note: The marks displayed above are the properties of these companies. Use in this presentation does not imply endorsement of this presentation.



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## CURRENT STRATEGIC OBJECTIVES

- **Drive volume growth from a larger, national account base**
- **Redefine the DSD Model**
  - Announced restructuring of the Company's DSD sales model in February 2017
  - Leveraged mobile sales and fleet routing tools to improve efficiency
  - Invested in high-growth and profitable markets and re-evaluated low-profit markets
  - Continue to pursue strategies to improve or create profitable scale in targeted markets
- **Increase production efficiency to improve competitiveness**
  - Completed Corporate Relocation Plan
  - Implemented supply chain cost reduction and efficiency initiatives
  - Maintain quality reputation as a competitive strength
  - Improve planning, forecasting, and further simplifying the supply chain
  - Reassess work processes

## GROWTH EXPANSION OPPORTUNITIES

- **Positive industry trends**
  - ~2-4% aggregate annual growth rates expected with specialty coffee and iced coffee beverages growing at higher rates<sup>1</sup>
  - Consumption dynamic changing
- **Large addressable market**
  - Potential market share improvement through new customers and territory objectives
  - Currently hold small percentage of the addressable market
    - Less than 1% market share<sup>2</sup>
    - Capitalize on consumers' increasing interest in sustainability
- **Market continues to expand with new categories and products**
  - Iced coffee, cold brew, premium coffee channels
- **Opportunistic M&A activities**
  - Fragmented market with many regional players
  - Strong balance sheet and equity position
  - Low debt and additional borrowing capacity, with a \$125.0 million revolving credit facility
    - \$27.6m in availability as of 10/31/17

Source : (1) 2016 Nielsen Retail Report (2) Specialty Coffee Association of American Dec 2016



## CORPORATE RELOCATION PLAN

- **New HQ and distribution center in Northlake, Texas up and running**
  - Effectively transitioned all remaining key functions into the new facility
  - Installed roasters in new state-of-the-art facility
  - Expect to be SQF certified by Q3 of FY18
- **Corporate relocation plan completed in FY17**
- **Annual cost savings being realized**
  - Third Party Logistics (3PL) for long-haul deliveries
  - Vendor - managed inventories for select items
  - Consolidated Oklahoma Distribution Center activity into our Northlake, Texas Distribution Center
  - \$3 – \$5 million incremental savings expected to be realized in FY18
- **Continue to assess manufacturing, distribution, and supply chain activities for additional savings**

## BOYD'S ACQUISITION

**Family-owned business established in 1900 in Portland, Oregon**

**Strong presence on the West Coast and meaningful national account and retail business in the Midwest and East Coast**

**Processes and sells coffee, other beverages and related food products, and coffee brewing equipment**

- Offers accessories, including sweeteners, creamers, flavoring syrups, cups and lids

**Coffee sales represent ~65%**

- Processed and sold ~16 million pounds of green coffee during the 12-month period preceding the transaction (8/1/16 through 7/31/17)

**Complementary operating model**

- Direct Store Delivery (DSD)
  - Services customers in the restaurant, hospitality, convenience-store, healthcare, gaming, education, retail and office channels
- Direct Ship
  - Large customers in the restaurant, convenience stores, retail grocery, industrial and international channels

**Strong customer service focus**



## BOYD'S ACQUISITION FINANCIAL TERMS

- **Purchase Price Terms:**
  - \$42 million cash and 21,000 shares of Preferred Stock
    - Subject to adjustments related to working capital and certain hold-backs to address indemnification and other liabilities of Sellers
- **Preliminary estimated value of purchase price of \$58.6 million**
  - Based on cash paid and preliminary estimated fair value of Preferred Stock of \$16.6 million
- **Currently estimated post integration annual incremental adjusted EBITDA of \$13 - \$16 million**
  - Boyd's generated ~\$95 million in revenues during twelve months prior to transaction (8/1/16-7/31/17)
- **Estimated one-time costs of ~\$17 - \$22 million**
  - Includes integration costs, third-party professional fees, legal costs, and capital expenditures, excludes cost of transitional arrangements
- **Boyd's to provide transitional services for up to 12 months**
- **Expected to be meaningfully accretive following the conclusion of the integration period currently estimated at approximately 12-18 months after closing**

## IMPACT OF PREFERRED STOCK AND CREDIT FACILITY

- **Purchase price is a combination of cash and stock**
  - Preferred stock helps to align the interests of the Sellers with Farmer Bros., including during the transition and integration periods
- **Series A Convertible Participating Cumulative Perpetual Preferred Stock**
  - Initial stated value of \$1,000/share
  - Cumulative 3.5% dividend, which accrues on a quarterly basis, subject to certain limitations
  - Restrictions on right to convert or sell: 20% after first year following closing; additional 30% after second year; final 50% after third year
- **Conversion price**
  - 22.5% premium over average of the VWAP per share of the Company's common stock for the 20 consecutive VWAP trading days
- **Credit Facility Amendment**
  - Company amended existing credit facility to increase borrowing capacity
  - Amended facility to allow for borrowing up to \$125 million, from existing \$75 million
  - Added real estate assets as collateral in the borrowing base; can add additional real estate collateral as well as assets to be acquired from the Boyd's transaction following closing
  - Expected to provide sufficient liquidity to cover cash portion of acquisition purchase price and related one-time costs

## RECENT ACQUISITIONS

### ■ China Mist Brands, Inc.

- Acquired October 2016 for ~\$11.8 million including working capital adjustments (before earnout)
- Strong premium tea brand
  - Fast growing market segment
- National distribution in over 20,000 foodservice locations
- Strong management team



### ■ West Coast Coffee

- Acquired in February 2017 for ~\$14.7 million including working capital adjustments (before earnout)
- Portland, Oregon-based coffee manufacturer and distributor
- Primarily focused on convenience store, grocery and foodservice channels
  - Distribution to over 2,000 locations
- Broadens Farmer Bros.' reach in Northwest



The image is a composite background for a financial report. It features a dark, semi-transparent overlay on a lighter background. The background includes a line graph with multiple data series, a white ceramic coffee cup, and a black pen with silver accents. The text 'FINANCIAL OVERVIEW' is centered in a bold, white, sans-serif font.

# FINANCIAL OVERVIEW

November 2017

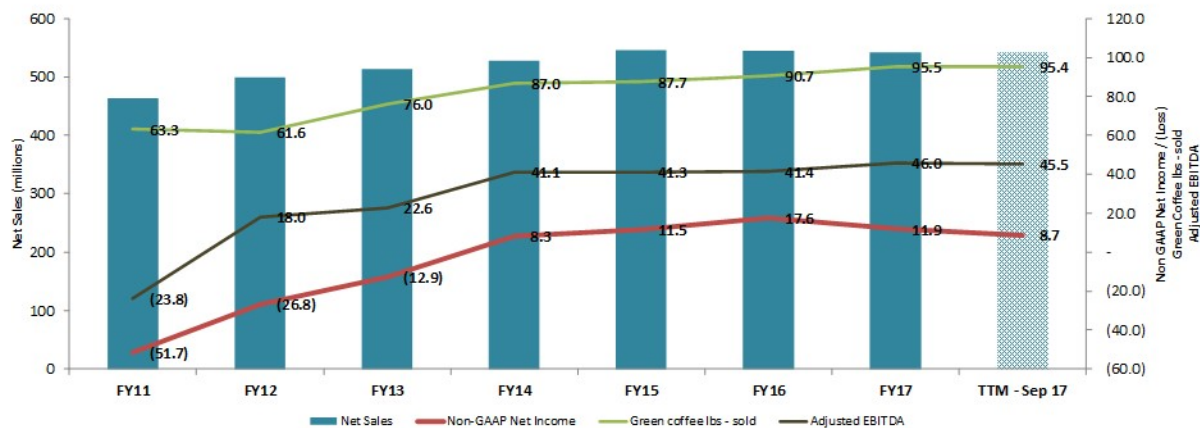
## STRONG BALANCE SHEET

<i>(In millions)</i>	<b>September 30, 2017</b>
<i>Cash and Cash Equivalents</i>	7.3
<i>Short-Term Investments</i>	0.4
<i>Accounts Receivable, net</i>	47.1
<i>Inventories</i>	64.8
<i>Other Current Assets</i>	8.3
<i>Net PP&amp;E</i>	172.7
<i>Other Assets</i>	101.8
<b>Total Assets</b>	<b>402.4</b>
<i>Total Liabilities excluding Credit Facility</i>	155.8
<i>Credit Facility</i>	30.1
<i>Stockholders' Equity</i>	216.5
<b>Total Liabilities and Stockholders' Equity</b>	<b>402.4</b>

Numbers presented are rounded  
 Inventory – recorded under LIFO methodology  
 PP&E – includes 51 owned properties



## DELIVERING VOLUME AND PROFITABILITY GROWTH



- Coffee pounds CAGR of 6.6% from FY 2011 through September 2017
- Adjusted EBITDA CAGR of 18.1% from FY 2012 through September 2017 (1)

(1) See reconciliation of non GAAP measure to most comparable GAAP measure at the end of this presentation

## FY 18 OUTLOOK

- We believe we can grow coffee pounds at market rates or faster\*
- The acquisition of Boyd's Coffee expands our brand portfolio, density and access to desirable customers with the potential to deliver significant synergies
- The acquisition of China Mist provides new opportunities to expand tea products across our existing customer base as well as increases coffee penetration within China Mist's existing customer base
- We currently believe that gross margins in FY 18 will be impacted by approximately 60 – 80bps from higher depreciation at our new Northlake, Texas facility
- Net sales outside of coffee and tea are expected to grow at slower rates
- We anticipate continued growth in profitability as revenues expand and we realize the benefits from the acquisition of Boyd's Coffee
- Expected cash tax rate of 3% - 4% with \$66m in deferred tax assets remaining to be utilized
- Maintenance CapX of \$20 - \$22m, currently estimated for FY18 excluding Boyd's Coffee
- We expect that our strong balance sheet will allow us to pursue opportunistic acquisitions and future investment in our production facilities

\* Excludes Boyd's Coffee



## KEY ACTIVITIES TO PROPEL FUTURE GROWTH

- **Strong product market with growing categories**
  - Increased coffee and tea consumption
- **Upgrading manufacturing facilities and distribution practices**
  - New Northlake facility can initially increase system-wide roasting capacity by up to 25% to support increased demand with longer term potential to nearly double capacity
- **Initiating programs to win new customers**
  - Cost and innovation programs
  - Coffee sourcing leadership
  - Sustainability leadership
- **Strong senior management**
- **Acquiring strategic businesses to add select capabilities and brands and broaden our reach**
  - China Mist Brands – acquired October 2016
  - West Coast Coffee – acquired February 2017
  - Boyd's Coffee – acquired October 2017

**Positioning Farmer Bros. for Profitable Growth**



November 2017

# APPENDIX



# Q1 FY18 AND Q1 FY17 SELECTED FINANCIAL DATA

	Three Months Ended September 30,		
	2017	2016	Y-o-Y Change
<u>(In thousands, except per share data)</u>			
<u>Income statement data:</u>			
Net sales	\$ 131,713	\$ 130,488	+ 0.9%
Gross margin	37.2%	39.2%	- 200 bps
(Loss) income from operations	\$ (1,258)	\$ 2,505	- 150.2%
Net (loss) income	\$ (978)	\$ 1,618	- 160.4%
Net (loss) income per common share—diluted	\$ (0.06)	\$ 0.10	- \$0.16
<u>Operating data:</u>			
Coffee pounds	23,215	23,314	- 0.4%
Non-GAAP net income	\$ 506	\$ 3,386	- 85.1%
Non-GAAP net income per diluted common share	\$ 0.03	\$ 0.21	- \$0.18
EBITDA	\$ 6,088	\$ 8,098	- 24.8%
EBITDA Margin	4.6%	6.2%	- 160 bps
Adjusted EBITDA	\$ 9,334	\$ 11,008	- 15.2%
Adjusted EBITDA Margin	7.1%	8.4%	- 130 bps
<u>Balance sheet and other data:</u>			
Capital expenditures excluding new facility	\$ 4,510	\$ 3,235	+ 39.4%
Total capital expenditures	\$ 7,775	\$ 24,550	- 68.3%
Depreciation and amortization expense	\$ 7,253	\$ 5,008	+ 44.8%

Non-GAAP net income, Non-GAAP net income per diluted common share, EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures; a reconciliation of these non-GAAP measures to their corresponding GAAP measures is included at the end of this presentation.



## Q1 FY18 AND Q1 FY17

### CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,	
	2017	2016
Net sales	\$ 131,713	\$ 130,488
Cost of goods sold	82,706	79,290
Gross profit	49,007	51,198
Selling expenses	38,915	38,438
General and administrative expenses	11,327	8,936
Restructuring and other transition expenses	120	3,030
Net gains from sale of spice assets	(150)	(158)
Net losses (gains) from sales of other assets	53	(1,553)
Operating expenses	50,265	48,693
(Loss) income from operations	(1,258)	2,505
Other (expense) income:		
Dividend income	5	265
Interest income	1	129
Interest expense	(523)	(389)
Other, net	87	191
Total other (expense) income	(430)	196
(Loss) income before taxes	(1,688)	2,701
Income tax (benefit) expense	(710)	1,083
Net (loss) income	\$ (978)	\$ 1,618
Net (loss) income per common share—basic	\$ (0.06)	\$ 0.10
Net (loss) income per common share—diluted	\$ (0.06)	\$ 0.10
Weighted average common shares outstanding—basic	16,699,822	16,562,984
Weighted average common shares outstanding—diluted	16,699,822	16,684,319

## Q1 FY18 AND Q1 FY17 RECONCILIATION OF REPORTED NET (LOSS) INCOME TO ADJUSTED EBITDA

(In thousands)	Three Months Ended September 30,	
	2017	2016
Net (loss) income, as reported	\$ (978)	\$ 1,618
Income tax (benefit) expense	(710)	1,083
Interest expense	523	389
Loss (income) from short-term investments	7	(621)
Depreciation and amortization expense	7,253	5,008
ESOP and share-based compensation expense	806	942
Restructuring and other transition expenses	120	3,030
Net gains from sale of spice assets	(150)	(158)
Net losses (gains) from sales of other assets	53	(1,553)
Non-recurring proxy contest-related expenses	—	1,270
Acquisition and integration costs	2,410	—
Adjusted EBITDA	\$ 9,334	\$ 11,008
Adjusted EBITDA Margin	7.1%	8.4%

## Q1 FY18 AND Q1 FY17

### RECONCILIATION OF REPORTED NET (LOSS) INCOME TO NON-GAAP NET INCOME

(In thousands)	Three Months Ended September 30,	
	2017	2016
Net (loss) income, as reported	\$ (978)	\$ 1,618
Restructuring and other transition expenses	120	3,030
Net gains from sale of spice assets	(150)	(158)
Net losses (gains) from sales of other assets	53	(1,553)
Non-recurring 2016 proxy contest-related expenses	—	1,270
Interest expense on sale-leaseback financing obligation	—	310
Acquisition and integration costs	2,410	—
Income tax expense on non-GAAP adjustments	(949)	(1,131)
Non-GAAP net income	\$ 506	\$ 3,386
Net (loss) income per common share—diluted, as reported	\$ (0.06)	\$ 0.10
Impact of restructuring and other transition expenses	\$ 0.01	\$ 0.18
Impact of net gains from sale of spice assets	\$ (0.01)	\$ (0.01)
Impact of net losses (gains) from sales of other assets	\$ —	\$ (0.09)
Impact of non-recurring 2016 proxy contest-related expenses	\$ —	\$ 0.08
Impact of interest expense on sale-leaseback financing obligation	\$ —	\$ 0.02
Impact of acquisition and integration costs	\$ 0.14	\$ —
Impact of income tax expense on non-GAAP adjustments	\$ (0.05)	\$ (0.07)
Non-GAAP net income per diluted common share	\$ 0.03	\$ 0.21

## Q1 FY18 AND Q1 FY17

### CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW

	Three Months Ended September 30,	
	2017	2016
Cash flows from operating activities:		
Net (loss) income	\$ (978)	\$ 1,618
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	7,253	5,008
Provision for doubtful accounts	62	507
Interest on sale-leaseback financing obligation	—	310
Restructuring and other transition expenses, net of payments	(573)	869
Deferred income taxes	(895)	1,488
Net gains from sales of spice assets and other assets	(97)	(1,711)
ESOP and share-based compensation expense	806	942
Net losses on derivative instruments and investments	261	282
Change in operating assets and liabilities	1,265	(5,491)
Net cash provided by operating activities	\$ 7,104	\$ 3,822
Cash flows from investing activities:		
Net cash used in investing activities	\$ (8,254)	\$ (22,536)
Cash flows from financing activities:		
Proceeds from revolving credit facility	\$ 11,698	\$ 91
Repayments on revolving credit facility	(9,249)	—
Proceeds from sale-leaseback financing obligation	—	42,455
Proceeds from new facility lease financing obligation	—	7,662
Repayments of new facility lease financing	—	(35,772)
Payments of capital lease obligations	(243)	(399)
Proceeds from stock option exercises	—	84
Net cash provided by financing activities	\$ 2,206	\$ 14,121
Net increase (decrease) in cash and cash equivalents	\$ 1,056	\$ (4,593)
Cash and cash equivalents at beginning of period	6,241	21,095
Cash and cash equivalents at end of period	\$ 7,297	\$ 16,502

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## Q4 AND FY 17 AND FY 16 SELECTED FINANCIAL DATA

	Three Months Ended June 30,			Fiscal Year Ended June 30,		
	2017	2016	Y-o-Y Change	2017	2016	Y-o-Y Change
<u>(In thousands, except per share data)</u>						
<u>Income statement data:</u>						
Net sales	\$ 133,800	\$ 134,162	- 0.3%	\$ 541,500	\$ 544,382	- 0.5%
Gross margin	40.1%	39.1%	+ 100 bps	39.5%	38.3%	+ 120 bps
Income from operations	\$ 1,693	\$ 3,075	- 44.9%	\$ 42,166	\$ 8,179	+ 415.5%
Net income	\$ 1,112	\$ 84,239	- 98.7%	\$ 24,400	\$ 89,918	- 72.9%
Net income per common share—diluted	\$ 0.07	\$ 5.05	- \$4.98	\$ 1.45	\$ 5.41	- \$3.96
<u>Operating data:</u>						
Coffee pounds	23,285	23,088	+ 0.9%	95,499	90,669	+ 5.3%
Non-GAAP net income	\$ 3,166	\$ 3,801	- 16.7%	\$ 11,614	\$ 17,607	- 34.0%
Non-GAAP net income per diluted common share	\$ 0.19	\$ 0.23	- \$0.04	\$ 0.70	\$ 1.06	- \$0.36
EBITDA	\$ 8,268	\$ 9,061	- 8.8%	\$ 65,509	\$ 31,120	+ 110.5%
EBITDA Margin	6.2%	6.8%	- 60 bps	12.1%	5.7%	+ 640 bps
Adjusted EBITDA	\$ 11,629	\$ 8,900	+ 30.7%	\$ 45,973	\$ 41,386	+ 11.1%
Adjusted EBITDA Margin	8.7%	6.6%	+ 210 bps	8.5%	7.6%	+ 90 bps
<u>Balance sheet and other data:</u>						
Total capital expenditures excluding new facility	\$ 1,547	\$ 10,889	- 85.8%	\$ 19,246	\$ 26,606	- 27.8%
Total capital expenditures	\$ 14,115	\$ 19,332	- 27.0%	\$ 84,949	\$ 50,475	+ 68.3%
Depreciation and amortization	\$ 6,357	\$ 5,053	+ 25.8%	\$ 22,970	\$ 20,774	+ 10.6%

Non-GAAP net income, Non-GAAP net income per diluted common share, EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures; a reconciliation of these non-GAAP measures to their corresponding GAAP measures is included at the end of this presentation.

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## FY17 AND FY16 CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended June 30,	
	2017	2016
Net sales	\$ 541,500	\$ 544,382
Cost of goods sold	327,765	335,907
Gross profit	213,735	208,475
Selling expenses	157,198	150,198
General and administrative expenses	42,933	41,970
Restructuring and other transition expenses	11,016	16,533
Net gain from sale of Torrance facility	(37,449)	—
Net gains from sale of spice assets	(919)	(5,603)
Net gains from sales of other assets	(1,210)	(2,802)
Operating expenses	171,569	200,296
Income from operations	42,166	8,179
Other (expense) income:		
Dividend income	1,007	1,115
Interest income	567	496
Interest expense	(2,185)	(425)
Other, net	(1,201)	556
Total other (expense) income	(1,812)	1,742
Income before taxes	40,354	9,921
Income tax expense (benefit)	15,954	(79,997)
Net income	\$ 24,400	\$ 89,918
Net income per common share—basic	\$ 1.46	\$ 5.45
Net income per common share—diluted	\$ 1.45	\$ 5.41
Weighted average common shares outstanding—basic	16,668,745	16,502,523
Weighted average common shares outstanding—diluted	16,785,752	16,627,402

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## FY17 AND FY16 RECONCILIATION OF REPORTED NET INCOME TO ADJUSTED EBITDA

(In thousands)	Year Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Net income, as reported	\$ 24,400	\$ 89,918	\$ 1,112	\$ 84,239
Income tax expense (benefit)	15,954	(79,997)	44	(80,315)
Interest expense	2,185	425	755	84
Income from short-term investments	(1,853)	(2,204)	(970)	(892)
Depreciation and amortization expense	22,970	20,774	6,357	5,053
ESOP and share-based compensation expense	3,959	4,342	963	854
Restructuring and other transition expenses	11,016	16,533	1,474	2,678
Net gain from sale of Torrance facility	(37,449)	—	—	—
Net gains from sale of spice assets	(919)	(5,603)	(155)	(162)
Net (gains) losses from sales of other assets	(1,210)	(2,802)	315	(2,639)
Non-recurring 2016 proxy contest-related expenses	5,186	—	—	—
Acquisition costs	1,734	—	1,734	—
Adjusted EBITDA	\$ 45,973	\$ 41,386	\$ 11,629	\$ 8,900
Adjusted EBITDA Margin	8.5%	7.6%	8.7%	6.6%

## FY17 AND FY16 RECONCILIATION OF REPORTED NET INCOME TO NON-GAAP NET INCOME

(In thousands)	Year Ended June 30,		Three Months Ended June 30,	
	2017	2016	2017	2016
Net income, as reported	\$ 24,400	\$ 89,918	\$ 1,112	\$ 84,239
Restructuring and other transition expenses	11,016	16,533	1,474	2,678
Net gain from sale of Torrance facility	(37,449)	—	—	—
Net gains from sale of spice assets	(919)	(5,603)	(155)	(162)
Net (gains) losses from sales of other assets	(1,210)	(2,802)	315	(2,639)
Non-recurring 2016 proxy contest-related expenses	5,186	—	—	—
Interest expense on sale-leaseback financing obligation	681	—	—	—
Acquisition and integration costs	1,734	—	1,734	—
Income tax expense (benefit) on non-GAAP	8,175	(80,439)	(1,314)	(80,315)
Non-GAAP net income	\$ 11,614	\$ 17,607	\$ 3,166	\$ 3,801
Net income per common share—diluted, as reported	\$ 1.45	\$ 5.41	\$ 0.07	\$ 5.05
Impact of restructuring and other transition expenses	\$ 0.66	\$ 1.00	\$ 0.09	\$ 0.16
Impact of net gain from sale of Torrance facility	\$ (2.23)	\$ —	\$ —	\$ —
Impact of net gains from sale of spice assets	\$ (0.05)	\$ (0.34)	\$ (0.01)	\$ (0.01)
Impact of net gains from sales of other assets	\$ (0.07)	\$ (0.17)	\$ 0.02	\$ (0.15)
Impact of non-recurring 2016 proxy contest-related expenses	\$ 0.31	\$ —	\$ —	\$ —
Impact of interest expense on sale-leaseback financing obligation	\$ 0.04	\$ —	\$ —	\$ —
Impact of acquisition costs	\$ 0.10	\$ —	\$ 0.10	\$ —
Impact of income tax expense (benefit) on non-GAAP adjustments	\$ 0.49	\$ (4.84)	\$ (0.08)	\$ (4.82)
Non-GAAP net income per diluted common share	\$ 0.70	\$ 1.06	\$ 0.19	\$ 0.23

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November 2017