

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

FORM 8-A/A

(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

FARMER BROS. CO.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

95-0725980

(IRS Employer
Identification No.)

20333 South Normandie Avenue, Torrance, California 90502

(Address of principal executive offices, Zip Code)

310-787-5200

Registrant's telephone number, including area code

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

Title of each class
to be so registered

Name of each exchange on which
each Class is to be registered

Common Stock, \$1.00 par value

NASDAQ Global Select Market

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box. ☐ □

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐ □

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

Explanatory Note

This Amendment No. 2 to Form 8-A is being filed by Farmer Bros. Co., a Delaware corporation (the “Company”), to reflect the expiration of the preferred stock purchase rights (the “Rights”) registered on Form 8-A filed by the Company with the Securities and Exchange Commission (the “Commission”) on March 16, 2005, as amended by Amendment No. 1 on Form 8-A/A filed with the Commission on March 18, 2005.

Item 1. Description of Registrant’s Securities to be Registered.

Item 1 is hereby amended and supplemented as follows:

On March 28, 2015, the “Final Expiration Date” occurred under the Rights Agreement, dated as of March 17, 2005, between the Company and Wells Fargo Bank, N.A., as Rights Agent (the “Rights Agreement”). As a result, the Rights Agreement and the Rights that were issuable thereunder expired by their own terms and each share of Common Stock, \$1.00 par value, of the Company is no longer accompanied by a right to purchase, under certain circumstances, one one-hundredth of a share of Series A Junior Participating Preferred Stock of the Company. Stockholders of the Company were not entitled to any payment as a result of the occurrence of the Final Expiration Date and the expiration of the Rights. In connection with the expiration of the Rights Agreement, on September 11, 2015, the Company filed a Certificate of Elimination with the Secretary of State of the State of Delaware eliminating the Series A Junior Participating Preferred Stock and returning the shares to authorized but undesignated shares of the Company’s preferred stock.

Item 2. Exhibits.

Item 2 is hereby amended and restated as follows:

Exhibit Number	Description of Document
3.1	Certificate of Incorporation (filed as Exhibit 3.1 to the Company’s Annual Report on Form 10-K filed with the SEC on September 16, 2014 and incorporated herein by reference).
3.2	Amended and Restated Bylaws (filed as Exhibit 3.2 to the Company’s Current Report on Form 8-K filed with the SEC on April 25, 2011 and incorporated herein by reference).
3.3	Certificate of Elimination.*
4.1	Specimen Common Stock Certificate.*

* Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Company has duly caused this Amendment No. 2 to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: **September 24, 2015**

FARMER BROS. CO.

By: /s/ Mark J. Nelson

Mark J. Nelson

Treasurer and Chief Financial Officer

Exhibit Index

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* Filed herewith.

**CERTIFICATE OF ELIMINATION
OF THE
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
FARMER BROS. CO.**

(Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware)

Farmer Bros. Co., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. Pursuant to the authority conferred upon the Board of Directors of the Company by the Certificate of Incorporation of the Company (as amended from time to time, the "Certificate of Incorporation"), the Board of Directors previously adopted resolutions creating and authorizing the issuance of 200,000 shares of Series A Junior Participating Preferred Stock (the "Series A Preferred Stock") in accordance with the provisions of a Certificate of Designation, Preferences and Rights of Series A Preferred Stock (the "Series A Certificate of Designation") as filed with the Delaware Secretary of State on March 18, 2005.

2. None of the authorized shares of the Series A Preferred Stock are outstanding and none will be issued subject to the Series A Certificate of Designation.

3. Pursuant to the authority conferred upon the Board of Directors of the Company pursuant to the Certificate of Incorporation, the Board of Directors adopted the resolutions on August 28, 2015, approving the filing of a Certificate of Elimination of the Series A Preferred Stock (the "Series A Certificate of Elimination") and the elimination of the Series A Preferred Stock set forth below:

RESOLVED, that no authorized shares of the Series A Preferred Stock shall be issued pursuant to the Series A Certificate of Designation;

RESOLVED FURTHER, that, upon filing the Series A Certificate of Elimination with the Secretary of State of the State of Delaware, all matters set forth in the Series A Certificate of Designation with respect to the Series A Preferred Stock shall be eliminated from the Certificate of Incorporation;

RESOLVED FURTHER, that each of the authorized officers of the Company is hereby authorized and directed, in the name and on behalf of the Company, to prepare, execute and deliver to the Secretary of State of the State of Delaware the Series A Certificate of Elimination, as required by the DGCL in order to effect the elimination of the Series A Preferred Stock;

RESOLVED FURTHER, that each of the authorized officers of the Company is hereby authorized and directed, in the name and on behalf of the Company, to execute and deliver any and all certificates, agreements and other documents, pay any fees or expenses, take any and all steps and do any and all things which any of them may deem necessary or advisable in order to effectuate the purposes of each and all of the foregoing resolutions; and

RESOLVED FURTHER, that any actions taken by any of the authorized officers prior to the date hereof with respect to the foregoing matters are hereby ratified, confirmed and approved in all respects as the act and deed of the Company.

4. In accordance with the provisions of Section 151(g) of the DGCL, all matters set forth in the Series A Certificate of Designation be, and hereby are, eliminated from the Certificate of Incorporation.

IN WITNESS WHEREOF, the Company has caused this Certificate of Elimination to be executed by its duly authorized officer on this 11th day of September, 2015.

FARMER BROS. CO.

By: /s/ Mark J. Nelson

Mark J. Nelson

Treasurer and Chief Financial Officer

Farmer Bros. Co. Common Stock Certificate Specimen

Front

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Farmer Brothers

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

SEE REVERSE SIDE FOR CERTAIN DELAYATIONS

CUSIP 307675 10 8

THIS CERTIFIES THAT

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, \$1.00 PAR VALUE, OF

FARMER BROS. CO.

transferable on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and Registrar.

IN WITNESS WHEREOF, the said Corporation has caused this certificate to be signed by its duly authorized officers and to be sealed with the seal of the Corporation.

Dated:

TREASURER

PRESIDENT

AMERICAN FINANCIAL PRINTING, INCORPORATED - MINNEAPOLIS

COUNTERSIGNED AND REGISTERED
WELLS FARGO BANK, N.A.

BY

TRANSFER AGENT
AND REGISTRAR

AUTHORIZED SIGNATURE

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ALL GUARANTEES MUST BE MADE BY A FINANCIAL INSTITUTION (SUCH AS A BANK OR BROKER) WHICH IS A PARTICIPANT IN THE SECURITIES TRANSFER AGENTS MEDALLION PROGRAM ("STAMP"), THE NEW YORK STOCK EXCHANGE, INC. MEDALLION SIGNATURE PROGRAM ("MSP"), OR THE STOCK EXCHANGES MEDALLION PROGRAM ("SEMP") AND MUST NOT BE DATED. GUARANTEES BY A NOTARY PUBLIC ARE NOT ACCEPTABLE.