

**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): January 21, 2020

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) (Zip Code)

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))

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

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$1.00 par value	FARM	NASDAQ Global Select Market

None
(Former Address, if Changed Since Last Report)

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(b) On January 21, 2020, Hamideh Assadi notified Farmer Bros. Co. (the "Company") that she is resigning from the Company's Board of Directors (the "Board"), as well as from the Audit Committee, effective immediately. Ms. Assadi's decision to resign is not the result of any disagreement with the Company or its management with respect to any matter relating to the Company's operations, policies or practices.

Following Ms. Assadi's resignation, on January 22, 2020, the Board voted to reduce the size of the Board from eight directors to seven directors.

Item 7.01. Regulation FD Disclosure

On January 23, 2020, the Company issued a press release announcing Christopher P. Mottern's appointment as Chairman of the Board described under Item 8.01 below and Ms. Assadi's resignation from the Company's Board as discussed under Item 5.02 above, a copy of which is attached hereto as Exhibit 99.1.

As provided in General Instruction B.2. of Form 8-K, the information and exhibit furnished pursuant to Item 7.01 of this report are being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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 Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in such filing."

Item 8.01. Other

Appointment of Chairman of the Board

On January 22, 2020, the Board appointed Christopher P. Mottern as Chairman of the Board, effective immediately, replacing Randy E. Clark, who will continue to serve on the Board.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.

Description

[99.1 Press release dated January 23, 2019 announcing appointment of new Chairman of the Board and resignation of director.](#)

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: January 23, 2020

FARMER BROS. CO.

By:

/s/ Scott Lyon

Scott Lyon

Corporate Controller
(interim principal financial and accounting officer)

Farmer Brothers Board of Directors Appoints New Chairman

NORTHLAKE, Texas, January 23, 2020 -- Farmer Bros. Co. (NASDAQ:FARM) (the "Company" or "Farmer Brothers") today announced that its Board of Directors has named Christopher Mottern as Board Chairman, effective January 22, 2020. Mr. Mottern, who has served as a director on the Farmer Brothers Board since 2013, succeeds Randy Clark, who will continue to serve as a director of the Company.

Mr. Mottern was appointed to Farmer Brothers' Board in 2013 and recently served as Interim Chief Executive Officer of Farmer Brothers from May 7, 2019 until October 31, 2019.

Mr. Mottern said, "I am honored to be appointed by my fellow directors to the role of Chairman of the Board, as we continue to execute on our turnaround strategy to position the Company for the long term. I want to thank Randy for his tremendous leadership and contributions to the Company during a period of significant transformation for Farmer Brothers. We are fortunate to have Randy remain on the Board, which will continue to benefit from his skills and experience."

Mr. Clark said, "It has been a privilege to serve as the Company's Chairman for the last four years. I look forward to continuing to work closely with Chris, along with the rest of the Board and management team to enhance Farmer Brothers' operational and financial performance."

In addition, Hamideh Assadi has resigned from the Board for personal reasons, effective immediately.

Mr. Mottern added, "On behalf of the Board and management team, I want to express our appreciation for Hami's many contributions to the Company and years of distinguished service. We wish her the best in the future."

Following these changes, the Board comprises seven people, six of whom are independent. The Board committee chairs are as follows: Allison Boersma, Chair of the Audit Committee; David Ritterbush, Chair of the Nominating & Governance Committee; Chuck Marcy, Chair of the Compensation Committee.

About Farmer Bros. Co.

Founded in 1912, Farmer Bros. Co. is a national coffee roaster, wholesaler, and distributor of coffee, tea, and culinary products. The Company's product lines include organic, Direct Trade and sustainably-produced coffee. With a robust line of coffee, hot and iced teas, cappuccino mixes, spices, and baking/biscuit mixes, the Company delivers extensive beverage planning services and culinary products to its U.S. based customers. The Company serves a wide variety of customers, from small independent restaurants and foodservice operators to large institutional buyers like restaurant and convenience store chains, hotels, casinos, healthcare facilities, and gourmet coffee houses, as well as grocery chains with private brand coffee and consumer-facing branded coffee and tea products, and foodservice distributors.

Headquartered in Northlake, Texas. The Company's primary brands include Farmer Brothers®, Artisan Collection by Farmer Brothers™, Superior®, Metropolitan™, China Mist® and Boyds®.

Forward-Looking Statements

Certain statements in this communication constitute "forward-looking statements." When used in this communication, the words "will," "expects," "anticipates," "estimates" and "believes," and similar expressions and statements that are made in the future tense or refer to future events or developments, are intended to identify such forward-looking statements. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those in forward looking statements include, but are not limited to, the timing and success of our DSD restructuring plan, the Company's success in consummating acquisitions and integrating acquired businesses, the impact of capital improvement projects, 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 ability of the Company to retain and/or attract qualified employees, the success of the Company's adaptation to technology and new commerce channels, 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.

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 annual, periodic and current reports filed with the SEC. Undue reliance should not be placed on the forward-looking statements in this communication, which are based on information available to the Company on the date hereof, and the Company assumes no obligation to update such statements.

Contacts

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