

**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): **September 12, 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)

**13601 North Freeway, Suite 200, Fort Worth, Texas 76177**  
(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 2.02. Results of Operations and Financial Condition.

On September 12, 2017, Farmer Bros. Co., a Delaware corporation (the “Company”), announced select preliminary estimated financial results for the fourth quarter and fiscal year ended June 30, 2017 and the Company’s expectation that it will not meet the filing deadline and intends to file with the U.S. Securities and Exchange Commission (the “SEC”) a notification of late filing on Form 12b-25 due to delays in completing its financial statement reporting process for the fiscal year ended June 30, 2017. The full text of the press release issued in connection with the announcement is furnished herewith as Exhibit 99.1.

The Company filed the notification of late filing on Form 12b-25 on September 13, 2017. The portion of the Form 12b-25 containing select preliminary estimated financial results for the fourth quarter and fiscal year ended June 30, 2017 is furnished herewith as Exhibit 99.2. The Company’s delay in filing the Form 10-K is due to the additional time the Company requires to complete its financial statement reporting process for the fiscal year ended June 30, 2017. The Company was delayed in completing its review, testing and evaluation of internal control procedures for the fiscal year ended June 30, 2017 which, in turn, resulted in a delay in the completion of the Company’s preparation of financial statements and audit thereon, and consequently the Company’s filing of the Form 10-K.

The select preliminary estimated financial information set forth in the press release and Form 12b-25 consists of unaudited results, based upon the Company’s estimates and subject to completion of the Company’s financial statement reporting process for the fiscal year ended June 30, 2017. This data has been prepared on the basis of currently available information and will not be final until the Company files its audited financial statements in its Annual Report on Form 10-K for the fiscal year ended June 30, 2017. The Company’s independent registered public accounting firm has not audited or reviewed, and does not express an opinion with respect to, this data. This data does not constitute a comprehensive statement of the Company’s financial results for the fiscal year ended June 30, 2017, and the Company’s final numbers for this data may differ materially from these estimates.

## Item 7.01. Regulation FD Disclosure.

The information set forth in Item 2.02 above is hereby incorporated herein by reference.

As provided in General Instruction B.2. of Form 8-K, the information and exhibits furnished pursuant to Item 2.02 and 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. In addition, the exhibits furnished herewith contain statements intended as “forward-looking statements” that are subject to the cautionary statements about forward-looking statements set forth in such exhibits.

## Item 9.01 Financial Statements and Exhibits.

### (d) Exhibits

Exhibit No.	Description
99.1	Press Release of Farmer Bros. Co. dated September 12, 2017
99.2	Portion of Form 12b-25 of Farmer Bros. Co. filed with the SEC on September 13, 2017

**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: September 13, 2017

FARMER BROS. CO.

By: /s/ David G. Robson

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David G. Robson

Treasurer and Chief Financial Officer

## EXHIBIT INDEX

Exhibit No.	Description
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release of Farmer Bros. Co. dated September 12, 2017</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Portion of Form 12b-25 of Farmer Bros. Co. filed with the SEC on September 13, 2017</u></a>

## **Farmer Bros. Co. Announces Select Preliminary Fourth Quarter and Full Fiscal 2017 Financial Results and Filing of Form 12b-25**

**FORT WORTH**, Texas, Sept. 12, 2017 /PRNewswire/ -- Farmer Bros. Co.(NASDAQ: FARM) (the "Company") today announced select preliminary financial results for the fourth quarter and full fiscal year ended June 30, 2017. As the Company is in the process of completing its financial statements it will not be holding its scheduled earnings conference call today.

### **Select Preliminary Fourth Quarter Fiscal 2017 Highlights:**

- Volume of green coffee pounds processed and sold is expected to increase approximately 0.9% year-over-year
- Net sales expected to decrease approximately 0.3%, or \$0.4 million, to approximately \$133.8 million
- Gross profit is expected to increase approximately \$1.2 million, and gross margin is expected to expand 100 basis points to approximately 40.1%
- Income from operations is expected to decline approximately \$1.4 million to \$1.7 million due to higher one-time costs and fewer one-time benefits
- Net income is expected to be approximately \$1.1 million
- Fully diluted EPS is expected to be approximately \$0.07

### **Select Preliminary Fiscal 2017 Highlights:**

- Volume of green coffee pounds processed and sold is expected to increase approximately 5.3% year-over-year
- Net sales expected to decrease approximately 0.5%, or \$2.9 million, to approximately \$541.5 million
- Gross profit is expected to increase approximately \$5.3 million and gross margin is expected to increase 120 basis points to approximately 39.5%
- Income from operations is expected to increase approximately \$34.0 million to approximately \$42.2 million due to a net gain from the sale of the Company's Torrance facility in fiscal 2017
- Net income is expected to be approximately \$24.4 million
- Fully diluted EPS is expected to be approximately \$1.45

"Overall, it was a very solid quarter to close a transformational year and one that we believe further positions Farmer Brothers for future success," said Mike Keown, President and CEO. "Our continued progress in anticipated gross margin improvement shows the ongoing benefits of our restructure."

The Company is presently working to complete its financial statements reporting for the fiscal year ended June 30, 2017. As such, the Company does not expect to meet the filing deadline and intends to file with the U.S. Securities and Exchange Commission a Form 12b-25 for an extension of time to file its Form 10-K. The Company intends to release its full fourth quarter and fiscal 2017 financial results and file the Form 10-K as soon as reasonably practicable.

## About Farmer Bros. Co.

Founded in 1912, Farmer Bros. Co. is a national coffee roaster, wholesaler and distributor of coffee, tea and culinary products. Our 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 is a direct distributor of coffee to restaurants, hotels, casinos, offices, quick service restaurants, convenience stores, healthcare facilities and other foodservice providers, as well as private brand retailers.

Headquartered in Ft. Worth, Texas, Farmer Bros. Co. generated net sales of over \$500 million in fiscal 2016 and has over 1,600 employees nationwide. The Company's portfolio features a wide range of coffees including Farmer Brothers<sup>®</sup>, Artisan Collection by Farmer Brothers<sup>™</sup>, Metropolitan<sup>™</sup>, Superior<sup>®</sup>, Cain's<sup>™</sup> and McGarvey<sup>®</sup>.

## Forward-Looking Statements

Certain statements contained in this press release, including the Company's beliefs or expectations relating to the filing of the Form 10-K and the expected timing of its full earnings release, 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. These forward-looking statements can be identified by the use of words like "anticipates," "estimates," "projects," "expects," "plans," "believes," "intends," "will," "could," "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. Such factors include a material delay in the Company's financial reporting or the identification of a control deficiency which represents a material weakness in the Company's internal control over financial reporting. The Company intends these forward-looking statements to speak only at the time of this press release and does 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 Securities and Exchange Commission("SEC").

### Investor Contact:

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### Media Contact:

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Joele Frank, Wilkinson Brimmer Katcher  
212-355-4449

Portion of Form 12b-25 of Farmer Bros. Co.  
Filed with the SEC on September 13, 2017

Based on current information and analysis, the Company estimates it will report:

**Select Preliminary Fourth Quarter Fiscal 2017 Highlights:**

- Volume of green coffee pounds processed and sold is expected to increase approximately 0.9% year-over-year
- Net sales expected to decrease approximately 0.3%, or \$0.4 million, to approximately \$133.8 million
- Gross profit is expected to increase approximately \$1.2 million, and gross margin is expected to expand 100 basis points to approximately 40.1%
- Income from operations is expected to decline approximately \$1.4 million to \$1.7 million due to higher one-time costs and fewer one-time benefits
- Net income is expected to be approximately \$1.1 million
- Fully diluted EPS is expected to be approximately \$0.07

The primary factors contributing to the expected decrease in net income in the three months ended June 30, 2017 are non-cash income tax expense recorded in the three months ended June 30, 2017 as compared to non-cash income tax benefit of \$80.3 million from the release of valuation allowance on deferred tax assets in the prior year period, higher operating expenses, higher interest expense and higher losses from derivative instruments, partially offset by higher gross profit.

**Select Preliminary Fiscal 2017 Highlights:**

- Volume of green coffee pounds processed and sold is expected to increase approximately 5.3% year-over-year
- Net sales expected to decrease approximately 0.5%, or \$2.9 million, to approximately \$541.5 million
- Gross profit is expected to increase approximately \$5.3 million and gross margin is expected to increase 120 basis points to approximately 39.5%
- Income from operations is expected to increase approximately \$34.0 million to approximately \$42.2 million due to a net gain from the sale of the Company's Torrance facility in fiscal 2017
- Net income is expected to be approximately \$24.4 million
- Fully diluted EPS is expected to be approximately \$1.45

The primary factors contributing to the expected decrease in net income in the fiscal year ended June 30, 2017 are non-cash income tax expense recorded in the fiscal year ended June 30, 2017 as compared to non-cash income tax benefit from the release of valuation allowance on deferred tax assets in the prior fiscal year, higher interest expense and higher net losses from derivative instruments in fiscal 2017, partially offset by lower operating expenses, including net gain of \$37.4 million from the sale of the Torrance facility, lower restructuring and other transition expenses, and higher gross profit in fiscal 2017.

The financial information set forth herein consists of unaudited results, based upon the Company's estimates and subject to completion of the Company's evaluation of the matters described under Part III above. This data has been prepared on the basis of currently available information and will not be final until the Company files its audited financial statements in its Annual Report on Form 10-K for the fiscal year ended June 30, 2017. The Company's independent registered public accounting firm has not audited or reviewed, and does not express an opinion with respect to, this data. This data does not constitute a comprehensive statement of the Company's financial results for the year ended June 30, 2017, and the Company's final numbers for this data may differ materially from these estimates.

***Special Note Regarding Forward-Looking Statements***

This Form 12b-25 contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties, including statements regarding the Company's anticipated results of operations, the Company's intention to file its Form 10-K on or before the fifteenth day following its

prescribed due date (the “extension deadline”) and the completion of matters necessary to permit filing by the extension deadline. There can be no assurance that these forward-looking statements will be achieved, and actual results could differ materially from those suggested by such forward-looking statements.