

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 18, 2012**

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.)

20333 South Normandie Avenue, Torrance, California
(Address of Principal Executive Offices)

90502
(Zip Code)

(310) 787-5200
(Registrant's telephone number, including area code)

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

(e) On September 18, 2012, the Compensation Committee of Farmer Bros. Co., a Delaware corporation (the “Company”), approved the following executive officer bonus awards for the fiscal year ended June 30, 2012 under the Farmer Bros. Co. 2005 Incentive Compensation Plan (the “Incentive Plan”), a copy of which was previously filed as Exhibit 10.4 to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, or as otherwise set forth in the footnotes to the table below:

Name	Fiscal 2012 Target Award(1)	Fiscal 2012 Target Award as Percentage of Fiscal 2012 Base Salary	Pro Rata Fiscal 2012 Target Award(2)	Corporate Performance Goals (Weight)	Individual Performance Goals (Weight)	Fiscal 2012 Actual Bonus Award
Michael H. Keown	\$ 475,000	100%	\$ 129,781	80%	20%	\$ 132,247
Jeffrey A. Wahba	\$ 192,500	55%	—	80%	20%	\$ 187,880
Mark A. Harding	\$ 129,952	50%	—	80%	20%	\$ 126,621
Thomas W. Mortensen	\$ 103,228	50%	\$ 74,437	80%	20%	\$ 73,424
Hortensia R. Gómez	\$ 55,350	30%	—	80%	20%	\$ 55,725

(1) Fiscal 2012 target award for Mark A. Harding and Thomas W. Mortensen based on average monthly base salary for fiscal 2012.

(2) Mr. Keown’s target award under the Incentive Plan is equal to one hundred percent (100%) of his base annual salary, prorated at 27.3% for fiscal 2012 based on the commencement date of his employment. Mr. Mortensen’s fiscal 2012 target award under the Incentive Plan is equal to fifty percent (50%) of his base annual salary, prorated at 12.5% for fiscal 2012 based on the date of his promotion to Senior Vice President of Route Sales. Mr. Mortensen’s pro rata fiscal 2012 target award also includes a prorated target award under a non-executive officer bonus plan in which he participated prior to his promotion.

Fiscal 2012 bonuses were awarded based on the level of achievement of Company financial performance criteria and individual goals. The form of award letter under the Incentive Plan for fiscal 2012 is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Form of Award Letter (Fiscal 2012) under Farmer Bros. Co. 2005 Incentive Compensation Plan*

* Management contract or compensatory plan or arrangement.

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 24, 2012

FARMER BROS. CO.

By: /s/ Jeffrey A. Wahba

Jeffrey A. Wahba

Treasurer and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Form of Award Letter (Fiscal 2012) under Farmer Bros. Co. 2005 Incentive Compensation Plan*

* Management contract or compensatory plan or arrangement.

**FORM OF FISCAL 2012 AWARD LETTER UNDER
FARMER BROS. CO. 2005 INCENTIVE COMPENSATION PLAN**

Dear _____:

The Compensation Committee ("Committee") chose you to be a participant in fiscal 2012 in the Farmer Bros. Co. 2005 Incentive Compensation Plan (the "Plan"). Your target award for fiscal 2012 was _____% of your [average monthly] base salary for fiscal 2012, which the Committee determined based on your expected total compensation, job responsibilities, [and] expected job performance [and, the terms of your employment agreement], [prorated based on the [commencement date of your employment] [date of your promotion to an executive officer of the Company]]. [Your target award also includes a prorated target award under a non-executive officer bonus plan in which you participated prior to your promotion.]

In general, your bonus for fiscal 2012 was determined primarily by measuring the Company's financial performance and your achievement of individual goals. In calculating your bonus under the Plan, Company financial performance was weighted at 80%, and individual performance was weighted at 20%.

The Company's financial performance was gauged by the level of achievement of operating cash flow as determined from the Company's audited financial statements. "Operating cash flow" is defined as income from operations after executive bonus accruals, excluding non-recurring items such as income from the sale of capital assets, severance paid or payable to terminated employees, interest expense, depreciation and amortization, pension related expense and ESOP compensation expense. Subject to the Committee's discretion under the Plan, threshold operating cash flow of \$16.0 million was required to be achieved in fiscal 2012 to earn any bonus payout under the Plan. For fiscal 2012, the Company's operating cash flow was approximately \$_____ million, resulting in a percentage of achievement of _____%.

[The Committee has determined your level of achievement of each assigned individual goal within a range of 0% to 150% and multiplied such percentage by the weight originally assigned to each such goal. Your individual goals for fiscal 2012, the weight given to each expressed as a percentage, and your level of achievement as determined by the Committee are as follows:

<u>Goal</u>	<u>% Weight</u>	<u>Achievement</u>	<u>Level of on Weighted Basis</u>	<u>Level of Achievement</u>
_____	_____	_____	____%	____%
_____	_____	_____	____%	____%
TOTAL	100%	____%	____%	

[Based on the commencement date of your employment, the Committee did not assign individual goals to you, however based on the terms of your employment agreement, in calculating your fiscal 2012 bonus the Company has assigned a level of achievement of 100% to individual goals.]

Based on the foregoing, the Committee has determined your fiscal 2012 preliminary bonus award is \$_____. Under the Plan, the preliminary bonus award is subject to adjustment, upward or downward, by the Committee in its discretion. The Committee also has the discretion to alter the financial performance criteria and individual goals during the year and to decline to award any bonus should the Committee determine such actions to be warranted by a change in circumstances. For fiscal 2012, the Committee has determined not to exercise any discretion to adjust your preliminary bonus award. As a result, your fiscal 2012 final bonus award is \$_____.

You are advised that the Committee may or may not choose to exercise its discretion with respect to awards in the future. Further, you are reminded to promptly contact the Committee in the event circumstances dictate reexamination of originally assigned goals by the Committee.

The Committee has determined that your bonus award will be paid on a current basis under the Plan. All awards are governed by the Plan provisions which control any inconsistency with this letter.

Please let me know if you have any questions.

Very truly yours,
James J. McGarry
Compensation Committee Chairman