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): **March 10, 2016**

Farmer Bros. Co.

(Exact Name of Registrant as Specified in Charter)

Delaware	**001-34249**	**95-0725980**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

13601 North Freeway, Suite 200, Fort Worth, TX 76177
(Address of Principal Executive Offices)

888-998-2468
(Registrant’s telephone number, including area code)

20333 South Normandie Avenue, Torrance, California 90502
(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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information required by this Item 2.03 is set forth below in Item 8.01-Other Events, and incorporated herein by reference. A description of the material terms and conditions of the Lease Agreement between Farmer Bros. Co., a Delaware corporation, and the lessor (the “Lease Agreement”), for the Company’s new facility in Northlake, Texas (the “New Facility”), is contained in the Company’s Quarterly Report on Form 10-Q for the period ended December 31, 2015 and incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

The updated investor presentation slides furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference (the “Investor Presentation”), will be used as reference materials by the Company, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others effective March 10, 2016. The Investor Presentation will be posted on the Investor Relations section of the Company’s website at www.farmerbros.com. 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 obligation to update this information, including any forward-looking statements, to reflect subsequently occurring events or circumstances.

The information disclosed under this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for 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, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K. The furnishing of the information contained in this Item 7.01, including Exhibit 99.1 hereto, is not intended to constitute a representation that such furnishing is required by Regulation FD or that the Investor Presentation includes material investor information that is not otherwise publicly available.

Item 8.01. Other Events.

Corporate Relocation Plan - Update

On March 10, 2016, the Company’s Board of Directors approved the final budget for the New Facility. Based on the final budget, which reflects substantial completion of the principal design work for the New Facility, the Company currently estimates that the construction costs for the New Facility will be approximately $55 million to $60 million plus an additional $35 million to $39 million in anticipated capital expenditures for machinery and equipment, furniture and fixtures, and related expenditures. The final budget reflects, among other things, an increase in facility size and scope of building design, including a larger warehouse and a larger manufacturing footprint; additional infrastructure and automation to support staged manufacturing and production line capacity allowing for future capacity growth; and certain other estimated landlord costs under the Lease Agreement. The majority of the construction costs associated with the New Facility are expected to be incurred in early fiscal 2017. Construction of and relocation to the New Facility are expected to be completed by the end of the second quarter of fiscal 2017. The expenditures associated with the New Facility are expected to be partially offset by the $6.0 million in proceeds from the sale of the Company’s spice assets completed in December 2015 and the net proceeds from the planned sale of the Company’s Torrance facility which the Company currently estimates to be $43 million to $44 million, including anticipated proceeds from the disposal of miscellaneous fixed assets relating to the Torrance facility. The Company expects to close the sale of the Torrance facility in the first quarter of fiscal 2017. The Company currently estimates that the total range of annualized cost savings associated with the corporate relocation plan and relocation to the New Facility, including the replacement of the Company’s long-haul fleet operations with third party logistics and a vendor managed inventory initiative offset by the disposed portion of the former spice business, is approximately $18 million to $20 million.

In connection with the delivery of the final budget, the Board of Directors approved entry into an amendment to the Lease Agreement pursuant to which the option purchase price under the Lease Agreement will increase from 103.0% to 103.5% of the total project cost as of the date of the option closing.

Based on current assumptions and subject to continued implementation of the corporate relocation plan as planned, the Company currently estimates that it will incur approximately $30 million in cash costs in connection with the exit of the Torrance facility, consisting of $17 million in employee retention and separation benefits, $5 million in facility-related costs and $8 million in other associated costs including travel, legal, consulting and other professional services. The increase in estimated cash costs reflects revised estimates for employee retention and separation benefits relating to the replacement of the Company's long-haul fleet operations with third party logistics, the extension of retention and separation benefits to certain employees impacted by the corporate relocation plan, and additional estimated fees for consulting and other professional services relating to the exit of the Torrance facility. Since adoption of the corporate relocation plan through December 31, 2015, the Company has recognized a total of $20.3 million of the estimated aggregate cash costs. The remainder is expected to be recognized in the balance of fiscal 2016 and the first half of fiscal 2017. The Company may incur certain other non-cash asset impairment costs, postretirement benefit costs and pension-related costs.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this Current Report on Form 8-K, including the timing and success of completion of construction of the New Facility, the extent to which actual construction costs and other capital expenditures associated with the New Facility exceed budgeted amounts, and the closing of and net proceeds from the sale of the Company's Torrance facility, 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 Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2015 filed with the SEC on September 14, 2015. 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. We intend these forward-looking statements to speak only at the time of this report 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 timing and success of implementation of the Company's corporate relocation plan, the timing and success of the Company in realizing estimated savings from third party logistics and vendor managed inventory, the realization of the Company's cost savings estimates, the relative effectiveness of compensation-based employee incentives in causing improvements in Company performance, the capacity to meet the demands of the Company's large national account customers, the extent of execution of plans for the growth of Company business, 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, 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, changes in the quality or dividend stream of third parties' securities and other investment vehicles in which we have invested our assets, as well as other risks described in this report and other factors described from time to time in our filings with the SEC.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Farmer Bros. Co. Updated Investor Presentation dated March 2016

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: March 10, 2016

FARMER BROS. CO.

By: /s/ Isaac N. Johnston, Jr.

Isaac N. Johnston, Jr.
Treasurer and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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March 2016

CAUTIONARY STATEMENT REGARDING 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 timing and success of the Company's Corporate Relocation Plan, the timing and success of the Company in realizing estimated savings from third party logistics and vendor managed inventory, the realization of the Company's cost savings estimates, the relative effectiveness of compensation-based employee incentives in causing improvements in Company performance, the capacity to meet the demands of the Company's 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 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, our ability to retain employees with specialized knowledge, 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, changes in the quality or dividend stream of third parties' securities and other investment vehicles in which we have invested our assets, as well as other risks described in this report and other factors described from time to time in our filings with the SEC.

Farmer Brothers

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

AGENDA

Farmer Brothers' Recent History & Accomplishments

Business Strategy and Corporate Relocation

Financial Overview

Question & Answers

KEY MESSAGE POINTS

1. Overall, we continue to make progress in improving the Company's financial results, with non-GAAP net income* in FY15 the highest in more than ten years. The balance sheet is now stronger. We are building a company which has made substantial progress over the past several years, but we will continue to strive for more.

2. The corporate relocation plan we announced in February 2015 is on track with a change in scope.

3. During the past year, we have made meaningful additions to the management team and beyond, with important experience in Operations, Roasting, Finance, Marketing, HR, and IT.

4. We continue to develop a leadership reputation in the scale and quality of our sustainability and coffee sourcing programs, which we believe is an important asset of our business.

* Non-GAAP net income is a non-GAAP financial measure; a reconciliation of this non-GAAP measure to its corresponding GAAP measure is included within this presentation.

RECENT HISTORY & ACCOMPLISHMENTS

March 2016

FARMER BROTHERS OVERVIEW

A well-regarded, national manufacturer, wholesaler, and distributor of foodservice products with over 100 years in the business

- Founded in 1912
- Today, we are a 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

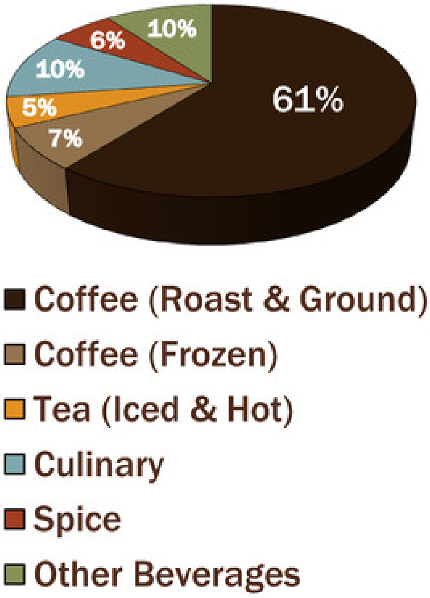
- One of the most complete local, regional, and national DSD networks in the coffee industry
- Production capabilities at three quality tiers – value, premium, and specialty
- Substantial experience in coffee sourcing, procurement, roasting, and blending
- Respected sustainability program

Experienced and motivated management team

- Significant experience across consumer branded, packaged goods, and beverage companies

Industry Association Leadership

FY 2015 Net Sales
$546M



Farmer Brothers

EXPERIENCED SENIOR MANAGEMENT TEAM

Name	Title	Prior Experience
Mike Keown	President and Chief Executive Officer	WhiteWave, P&G
Isaac Johnston	Treasurer and Chief Financial Officer	FritoLay, PEPSICO
Tom Mattei	General Counsel	weintraub|tobin, LATHAM&WATKINS LLP
Barry Fischetto	Senior Vice President of Operations	Millard Refrigerated Services, ConAgra Foods
Scott Bixby	Senior Vice President/General Manager of Direct Store Delivery (DSD)	Campbell's, P&G
Scott Siers	Senior Vice President/General Manager of Direct-Ship	McLANE, PEPSICO
Gary Nordlund	Chief Information Officer	AmeriServe, PEPSICO
Gerard Bastiaanse	Vice President, Marketing	Dole, BR
Suzanne Gargis	Vice President, Human Resources	Sara Lee, US Foodservice
Nannette Richardson	Senior Director, Business Strategy	Burger King, Taco Bell

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

INDUSTRY ASSOCIATION LEADERSHIP

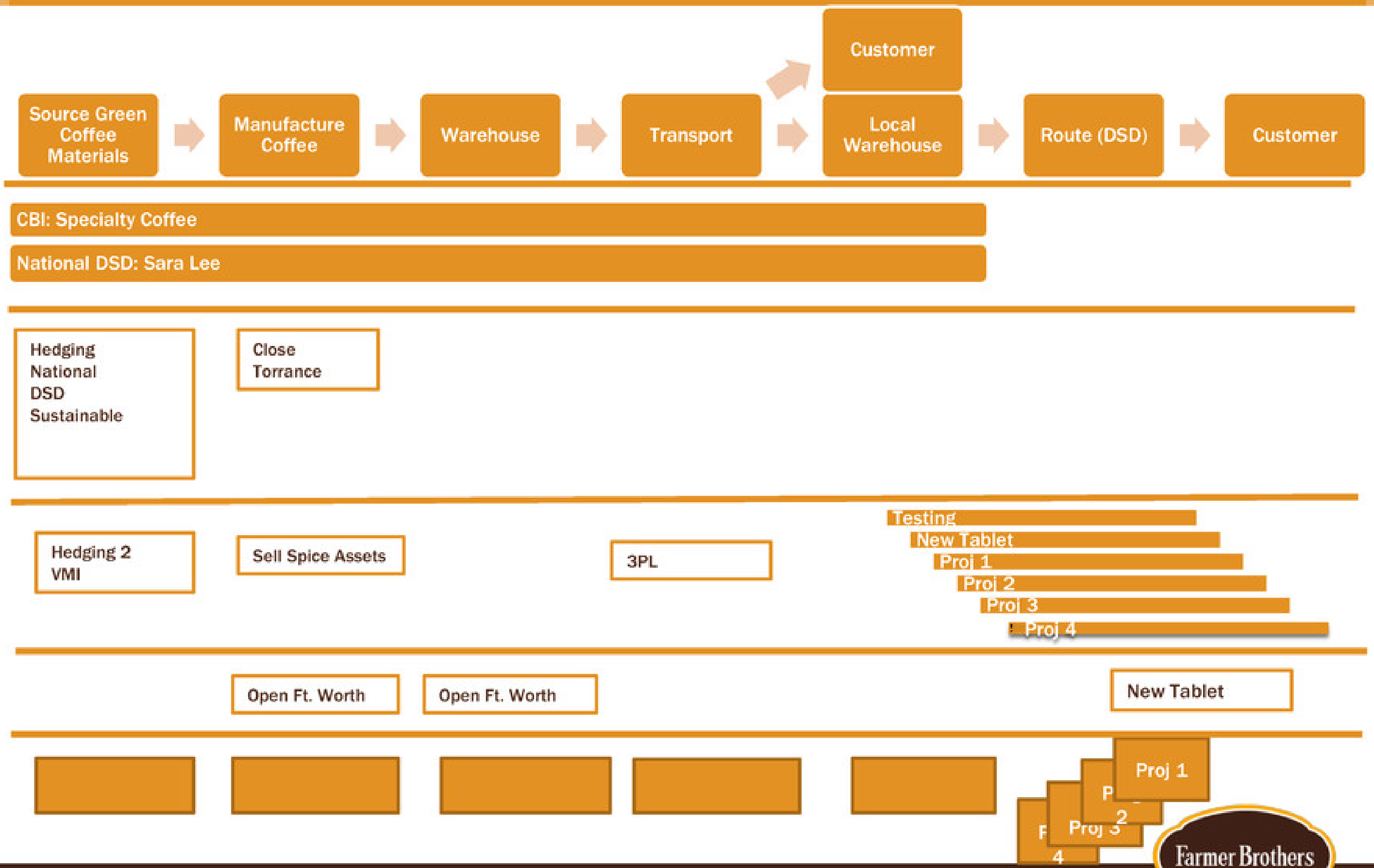
- Specialty Coffee Association of America
- Cup of Excellence/Alliance for Coffee Excellence
- International Society of Sustainability Professionals
- Roasters Guild
- Pacific Coast Coffee Association
- World Coffee Research
- Charitable Support

The marks displayed above are the properties of those organizations.

NATIONWIDE DISTRIBUTION NETWORK

5 distribution centers and 110 branch warehouses

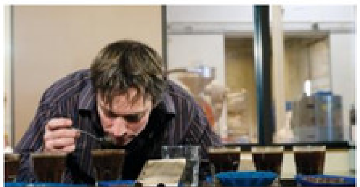
FARMER BROTHERS SUPPLY CHAIN



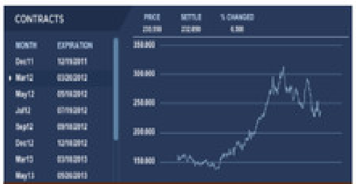
Farmer Brothers

DEVELOPING MODEL TO WIN NEW CUSTOMERS

National Customers


INDUSTRY LEADERSHIP

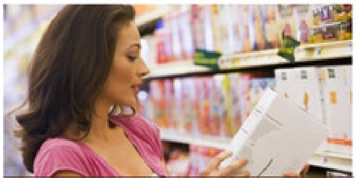

CONNECTIONS AT ORIGIN



PRICE-RISK MANAGEMENT


NATIONAL DSD


DEDICATED ACCOUNT MANAGEMENT


MARKET INSIGHTS


INNOVATION LAB


R&D PRODUCT QUALITY


SUSTAINABILITY PROGRAMS

RECENT ACCOMPLISHMENTS

- Enhanced Experienced Management Team
- Focused on Supply Chain Rationalization/Simplification
  - Corporate relocation plan announced in February 2015 included restructuring elements for Torrance and Houston facilities
- Attracted National Account Customers
- Enhanced Specialty Coffee Program and Resources
- Added New Capabilities – i.e., National Account Sales, Sustainability
- Improved Product Innovation
- Improved Investor Relations Program
- Improving Sustainability at Home, Abroad in Grower Programs

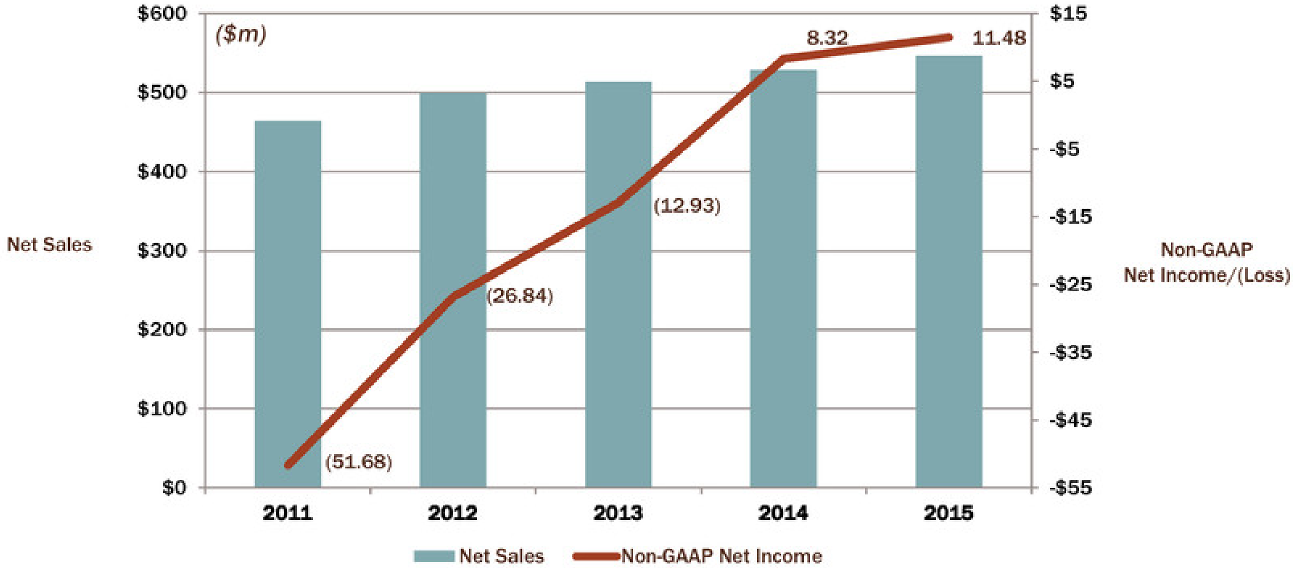
RELOCATION PLAN: IMPROVING OUR FUTURE

March 2016

NEXT STEPS IN IMPROVING FINANCIAL RESULTS

Since fiscal 2011, we have delivered improving financial results

- Marked underlying volume growth and operational streamlining over that period
- Rebounding Non-GAAP Net Income* FY15 was our most profitable year in over a decade



* Non-GAAP net income is a non-GAAP financial measures; a reconciliation of this non-GAAP measures to its corresponding GAAP measure is included within this presentation.

Farmer Brothers

CORPORATE RELOCATION PLAN

- On February 5, 2015, we announced a plan ("Corporate Relocation Plan") to close our Torrance, California, facility and relocate those operations to a new state-of-the-art manufacturing, distribution, and corporate headquarters facility.
- The new facility, located in Northlake, Texas, is being leased through Wells Fargo with an option to purchase. Our decision resulted from a comprehensive review of alternatives designed to make Farmer Brothers more competitive and better positioned to capitalize on growth opportunities.
- We commenced the closure of our Torrance facility in phases, which began in May of 2015. Construction of the new facility and relocation are expected to be completed by the end of the summer of 2016. Approximately 350 positions were or will be impacted as a result of the Torrance facility closure.

RELOCATION TIMELINE OF KEY ACTIVITY

- ✓ 2/15: Announced relocation to Texas or Oklahoma
- ✓ 5/15: Confirmed Northlake, Texas, and offer of local incentive programs
- ✓ 5/15: Successfully wound down coffee production & transferred within FBC System; closed Houston distribution center
- ✓ 7/15: Started up interim HQ in Fort Worth, Texas
- ✓ 7/15: Secured new facility lease with purchase option from Wells Fargo
- ✓ 11/15: Selected Cushman & Wakefield to sell Torrance facility
- ✓ 12/15: Closed Torrance facility (ex lab, transitional spice production, distribution center, DSD branch, and some IT)
- ✓ 12/15: Consummated spice assets sale to Harris Spice Company, Inc.

TIMELINE MOVING FORWARD

- ✓ 3/16: Completed final design of expanded Ft. Worth building, and warehouse, update lease to reflect final designs
- ✓ 3/16: Firmed offer range for sale of Torrance facility, and misc. assets
- ❑ 4/16: Complete migration to third party logistics or "3PL"
- ❑ Q4/16: Implement certain vendor managed inventory (VMI) relationships. Savings expected to begin with expected broader implementation in FY17
- ❑ Q4/16: Completion of transition of spice production to Harris Spice Company, Inc.

TIMELINE MOVING FORWARD

- Q1 FY17: Estimated completion of Torrance facility sale.
- Q1 FY17: Estimated start-up of new Ft. Worth facility, in stages
- Q2 FY 17: Estimated completion of start-up of new Ft. Worth facility
- Q2 FY 17: Estimated completion of exit from Torrance facility: DC, IT, Warehouse
- Q2/Q3 17: Continuing assessment of manufacturing and distribution savings

March 2016

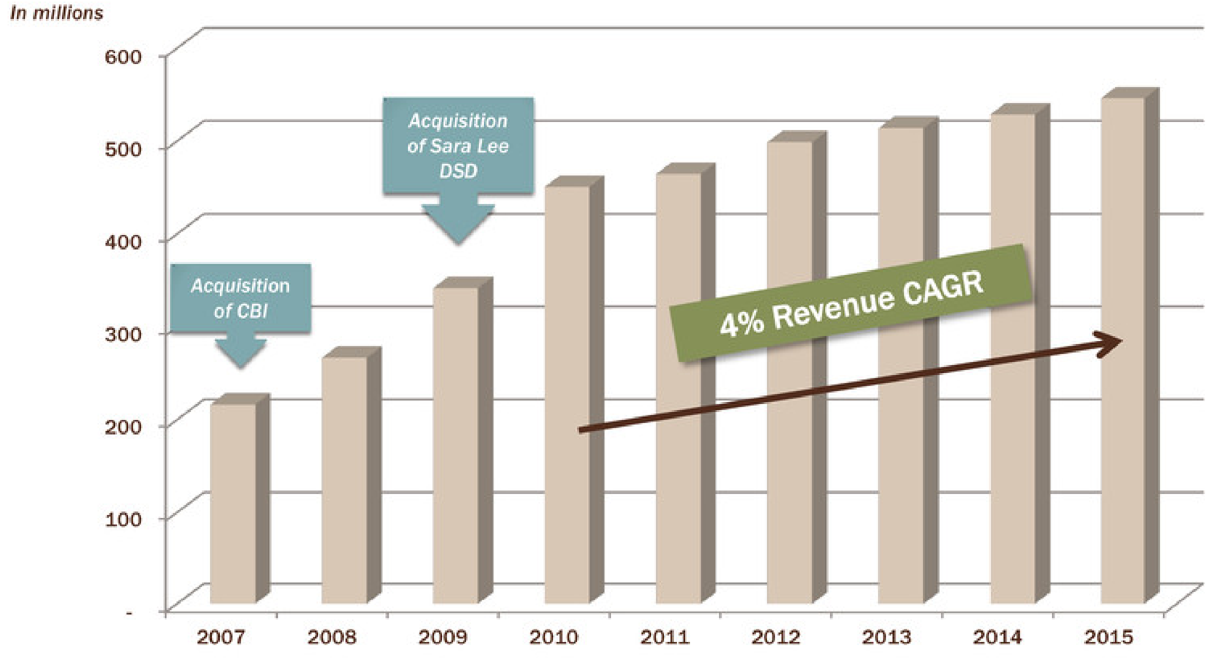
FY15 FINANCIAL HIGHLIGHTS

- Net sales increased 3.3% to $545.9M
- Net income was $0.7M, or $0.04 per diluted common share, including restructuring and other transition expenses associated with the Company's Corporate Relocation Plan of $10.4M
- Non-GAAP net income* was $11.5M, and Non-GAAP net income per diluted common share* was $0.71
- Borrowings on the Company's credit facility remained at $78,000 at the end of fiscal 2015, virtually unchanged versus the end of fiscal 2014, with excess availability of $43.5M at June 30, 2015

* Non-GAAP net income, Non-GAAP net income per diluted common share, 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 within this presentation.

Farmer Brothers

CONSISTENT REVENUE GROWTH



CBI acquisition – April 2007; Sara Lee DSD acquisition – February 2009

Fiscal Year end June 30

IMPROVING NON-GAAP NET INCOME*

($ in thousands)	Year Ended June 30, 2015		2014		2013	
Net income (loss), as reported	$	652	$	12,132	$	(8,462)
Restructuring and other transition expenses, net of tax of zero (1)		10,432		—		—
Net losses (gains) on sale of assets, net of tax of zero (1)		394		(3,814)		(4,467)
Non-GAAP net income	$	11,478	$	8,318	$	(12,929)
Net income (loss) per common share—diluted, as reported	$	0.04	$	0.76	$	(0.54)
Impact of restructuring and other transition expenses, net of tax of zero (1)	$	0.64	$	—	$	—
Impact of net losses (gains) on sales of assets, net of tax of zero (1)	$	0.03	$	(0.24)	$	(0.29)
Non-GAAP net income per common share—diluted	$	0.71	$	0.52	$	(0.83)

(1) The impact of income tax expense (benefit) was not material.

* Non-GAAP net income (loss) and non-GAAP net income (loss) per diluted common share are non-GAAP financial measures . In addition to net income (loss) and earnings per share determined in accordance with GAAP, we use certain non-GAAP financial measures, including "non-GAAP Net Income" and "non-GAAP net income (loss) per diluted common share," in assessing our operating performance. We believe these non-GAAP financial measures serve as appropriate measures to be used in evaluating the performance of our business. Non-GAAP net income (loss) and non-GAAP net income (loss) per diluted common share as defined by us may not be comparable to similarly titled measures reported by other companies. We do not intend for non-GAAP financial measures to be considered in isolation or as substitutes for other measures prepared in accordance with GAAP. Please refer to our most recent earnings release and associated 8-K filing for additional disclosure relating to these non-GAAP financial measures.

SOLID ADJUSTED EBITDA*

	Year Ended June 30,		
	2015	2014	2013
Net income (loss), as reported (1)	$ 652	$ 12,132	$ (8,462)
Income tax expense (benefit)	402	705	(825)
Interest expense	769	1,258	1,782
Depreciation and amortization expense	24,179	27,334	32,542
ESOP and share-based compensation expense	5,691	4,692	3,563
Restructuring and other transition expenses	10,432	—	—
Net losses (gains) from sale of assets	394	(3,814)	(4,467)
Impairment losses on goodwill and intangible assets	—	—	92
Adjusted EBITDA	$ 42,519	$ 42,307	$ 24,225
Adjusted EBITDA Margin	7.8 %	8.0 %	4.7 %

(1) Includes: (a) $4.9 million in beneficial effect of liquidation of LIFO inventory quantities in fiscal 2015; (b) $1.1 million in beneficial effect of liquidation of LIFO inventory quantities in fiscal 2013; and (c) $1.7 million in beneficial effect of liquidation of LIFO inventory quantities in the three months ended June 30, 2015.

* Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures . In addition to net income (loss) determined in accordance with GAAP, we use certain non-GAAP financial measures, including "Adjusted EBITDA" and "Adjusted EBITDA Margin," in assessing our operating performance. We believe these non-GAAP financial measures serve as appropriate measures to be used in evaluating the performance of our business. Adjusted EBITDA and Adjusted EBITDA Margin as defined by us may not be comparable to similarly titled measures reported by other companies. We do not intend for non-GAAP financial measures to be considered in isolation or as substitutes for other measures prepared in accordance with GAAP. Please refer to our most recent earnings release and associated 8-K filing for additional disclosure relating to these non-GAAP financial measures.

FIRST HALF FISCAL 2016 FINANCIAL RESULTS UPDATE

March 2016

FY16:FIRST HALF FINANCIAL HIGHLIGHTS:

- Net sales decreased 1.8% to $276M
- Net income was $4.5M, or $0.27 per diluted common share, including restructuring and other transition expenses associated with the Company's Corporate Relocation Plan of $10.7M, and net gain on sale of assets of $5.3M
- Non-GAAP net income* was $9.9M, and Non-GAAP net income per diluted common share* was $0.60, versus $0.40 in the prior year.
- Cash and short term investments were $37.4M. Borrowings on the Company's credit facility was at $185,000, with excess availability under the Revolving Facility of $47.8M as of 12/31/15.

* Non-GAAP net income, Non-GAAP net income per diluted common share, 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 within this presentation.

Farmer Brothers

IMPROVING NON-GAAP NET INCOME*

($ in thousands, except per share data)	Six Months Ended December 31, 2015	Six Months Ended December 31, 2014
Net income, as reported(1)	$ 4,487	$ 5,411
Restructuring and other transition expenses, net of tax of zero(2)	10,686	974
Net (gains) losses from sale of assets(3)	(5,265)	239
Non-GAAP net income	$ 9,908	$ 6,624
Net income per common share—diluted, as reported	$ 0.27	$ 0.33
Impact of restructuring and other transition expenses, net of tax of zero	$ 0.65	$ 0.06
Impact of net (gains) losses from sale of assets(3)	$ (0.32)	$ 0.01
Non-GAAP net income per diluted common share	$ 0.60	$ 0.40

(1) Includes $0.3 million and $2.5 million in beneficial effect of liquidation of LIFO inventory quantities in the six months ended December 2015 and 2014, respectively.
(2) Restructuring and other transition expenses in the six months ended December 31, 2014 represent consulting expenses incurred prior to the approval of the Corporate Relocation Plan and are appropriately presented as general and administrative expense in the Company's unaudited consolidated statements of operations.
(3) Includes $5.1 million in net gain from sale of spice assets, net of tax of zero, in the six months ended December 31, 2015.

* Non-GAAP net income (loss) and non-GAAP net income (loss) per diluted common share are non-GAAP financial measures . In addition to net income (loss) and earnings per share determined in accordance with GAAP, we use certain non-GAAP financial measures, including "non-GAAP Net Income" and "non-GAAP net income (loss) per diluted common share," in assessing our operating performance. We believe these non-GAAP financial measures serve as appropriate measures to be used in evaluating the performance of our business. Non-GAAP net income (loss) and non-GAAP net income (loss) per diluted common share as defined by us may not be comparable to similarly titled measures reported by other companies. We do not intend for non-GAAP financial measures to be considered in isolation or as substitutes for other measures prepared in accordance with GAAP. Please refer to our most recent earnings release and associated 8-K filing for additional disclosure relating to these non-GAAP financial measures.

SOLID ADJUSTED EBITDA*

($ in thousands)	Six Months Ended December 31, 2015		Six Months Ended December 31, 2014	
Net income (loss), as reported(1)	$	4,487	$	5,411
Income tax expense		275		450
Interest expense		230		415
Depreciation & amortization expense(2)		10,487		12,419
Share-based compensation expense		2,651		2,880
Restructuring and other transition expenses(3)(4)		10,686		974
Net gain from sale of assets(5)		(5,265)		239
Adjusted EBITDA	$	23,551	$	22,788
Adjusted EBITDA Margin		8.5 %		8.1 %

(1) Includes $0.3 million and $2.5 million in beneficial effect of liquidation of LIFO inventory quantities in the six months ended December 2015 and 2014, respectively.
(2) Excludes in the six months ended December 31, 2015, $0.6 million in depreciation expense associated with the Torrance production facility resulting from the consolidation of coffee production operations with the Houston and Portland production facilities.
(3) Includes in the six months ended December 31, 2015, $0.6 million in depreciation expense associated with the Torrance production facility resulting from the consolidation of coffee production operations with the Houston and Portland production facilities.
(4) Restructuring and other transition expenses in the six months ended December 31, 2014 represent consulting expenses incurred prior to the approval of the Corporate Relocation Plan and are appropriately presented as general and administrative expense in the Company's unaudited consolidated statements of operations.
(5) Includes $5.1 million in net gain from sale of spice assets, net of tax of zero, in the six months ended December 31, 2015.

* Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures. In addition to net income (loss) determined in accordance with GAAP, we use certain non-GAAP financial measures, including "Adjusted EBITDA" and "Adjusted EBITDA Margin," in assessing our operating performance. We believe these non-GAAP financial measures serve as appropriate measures to be used in evaluating the performance of our business. Adjusted EBITDA and Adjusted EBITDA Margin as defined by us may not be comparable to similarly titled measures reported by other companies. We do not intend for non-GAAP financial measures to be considered in isolation or as substitutes for other measures prepared in accordance with GAAP. Please refer to our moste recent earnings release and associated 8-K filing for additional disclosure relating to these non-GAAP financial measures.

12/31/15 BALANCE SHEET

(In millions)	December 31, 2015
Cash and Cash Equivalents	*13.0*
Short-Term Investments	*24.3*
Accounts and Notes Receivable	*45.6*
Inventories	*53.0*
Other Current Assets	*5.1*
Net PP&E	*98.7*
Other Assets	*14.6*
Total Assets	***254.4***
Total Liabilities excluding Credit Facility	*151.5*
Credit Facility	*0.2*
Stockholders' Equity	*102.8*
Total Liabilities and Stockholders' Equity	***254.4***

Numbers presented are rounded
Inventory – recorded under LIFO methodology
PP&E – includes 54 owned properties

RELOCATION PLAN: FINANCIAL UPDATE

March 2016

CORPORATE RELOCATION PLAN

	Cash or Non-cash	2/15 Range	3/16 Range	Comments
Relocation and Restructuring Expenses				
Severance, Retention and One-time Termination Costs	C	Approx $14M	Approx $17M	3PL Conversion, Time Extension, Other
Facility Relocation Costs	C	Approx $4M	Approx $5M	
Other Costs (Consulting, Legal, Accounting & Travel-related)	C	Approx $7M	Approx $8M	Engineer and Consult
Total Restructuring Costs		**Approx $25M**	**Approx $30M**	
Capital Expenditures				
Facility Capital Expenditure	C	$35M to $40M	$55M to $60M	Increased Size, Staged Design, Interest
M&E Capital Expenditure	C	$20M to $25M	$35M to $39M	Larger Warehouse Equip, IT, Furniture
Sale of Spice Assets	C	ND	($6M)	Spice Assets Sale
Torrance Sale Proceeds, Net	C	($28M to $35M)*	($43M to $44M)**	Torrance Property, Plus Misc
Total CapEx, Net		**$20M to $37M**	**$40M to $50M**	
Non-Cash Charges				
Asset Disposal Costs	N/C	TBD	Min	Included in Net Capital, Restructuring Costs
OPEB Curtailment	N/C	TBD	TBD	
Total Non-cash Charges		**TBD**	TBD	
Anticipated Annual Savings		**$12M to $15M**	**$18M to $20M**	**Increase 3 PL, Incr. VMI, Decr. Spice, Other**

* Includes Torrance property only.
** Includes Torrance property and miscellaneous related assets.

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CORPORATE RELOCATION PLAN: SUPPLEMENTAL

- Torrance facility sale, and above high end of Feb. 2015 range
- Expect 70-75% book gain from the sale of Torrance facility and misc. assets for $43M-$44M
- Expect to close Torrance sale in Q1 2017
- Expect Ft. Worth facility start-up timing Q1 2017 through Q2 2017, staggered
- Increased size and scope of building design
  - Feb 2015, 350K sq. feet, current 538K sq. feet
  - Warehouse larger, increased pallet spaces
  - Manufacturing footprint larger
- Manufacturing roasting coffee line capacity:
  - Torrance production: approx. 23M LBS annually
  - Initial production capacity: 24-28M LBS annually, staged design
  - Bring production up by shift in manufacturing
  - Do not expect to see capacity constraint for growth in near future

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CORPORATE RELOCATION PLAN SUPPLEMENTAL:

- Increased annual savings range from $12-15M to $18-20M
  - Third Party Logistics (3PL) for long-haul deliveries added
  - Vendor - managed inventories added for select items
  - Other items
- Restructuring costs increased from $25M to $30M, reflecting increase in total anticipated annual savings
- Normal industry averages for depreciable lives of capital Items

CAPITAL AVAILABILITY

Current/Potential Availability

Cash & Preferred Portfolio	$37.3M	As of 12/31/15
Net Proceeds from Torrance, and Misc. Assets	$43M - $44M	Attempt to Qualify for 1031 Exchange
Net Current/Potential	**$80-81M**	

Ongoing Liquidity Sources

Revolving Credit Facility	$75M - $125M	Current Facility in Place
Operational Free Cash Flow	EBIDTA Less Maint CapEx	Augmented by $18M to $20M Corporate Relocation Cost Savings

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SUMMARY STRATEGIC OBJECTIVES

March 2016

KEY STRATEGIC OBJECTIVES

- **Drive to efficient production to improve competitiveness**
  - Implement supply chain cost reduction and efficiency initiatives, including Corporate Relocation Plan
  - Further leverage ERP system to understand and reduce unnecessary costs
  - Maintain quality reputation as a competitive strength
  - Focus on improved planning, forecasting, and further simplifying the supply chain
  - Reassess work processes

- **Continue focus on volume growth from a larger national account base and enhance teamwork across the National Account and DSD organizations**

- **Redefine the Direct Store Delivery Model**
  - Leverage mobile sales and fleet routing tools to improve efficiency
  - Invest in high-growth markets and consider leaving low-profit markets
  - Continue to pursue strategies to improve or create profitable scale in targeted markets

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March 2016