

**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 12, 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 7.01. Regulation FD Disclosure

On January 12, 2012, Jeffrey A. Wahba, Interim Co-Chief Executive Officer, Chief Financial Officer and Treasurer of Farmer Bros. Co. (the “Company”) and Patrick G. Criteser, Interim Co-Chief Executive Officer of the Company and President and Chief Executive Officer of Coffee Bean International, Inc., the Company’s wholly owned subsidiary, made a presentation at the 14th Annual ICR Exchange Conference. The slides used in this presentation are attached as Exhibit 99.1 to this Current Report on Form 8-K. Additionally, both the presentation slides and the audio portion of the presentation are posted on the Investor Information subpage of the Company’s website at www.farmerbros.com. The audio portion of the presentation will be available for replay on the Company’s website until January 26, 2012. The Company expects to use these slides, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during fiscal 2012.

By filing this report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The investor presentation slides include financial information not prepared in accordance with generally accepted accounting principles (“Non-GAAP Financial Measures”).

A reconciliation of the Non-GAAP Financial Measures included in the slides to financial information prepared in accordance with generally accepted accounting principles (“GAAP”), as required by Regulation G, appears as Exhibit 99.2 to this Current Report on Form 8-K.

The Company is providing disclosure of the reconciliation of reported Non-GAAP Financial Measures used in the investor presentation slides, among other places, to its comparable financial measures on a GAAP basis. The Company believes that these non-GAAP Financial Measures serve as appropriate measures to be used in evaluating the performance of its business.

The information contained in the slides 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 it may make, by press release or otherwise, from time to time. The Company cautions you that certain statements contained in the presentation attached hereto as Exhibit 99.1, including, but not limited to, statements regarding the development and growth of our business, our intent, belief or current expectations, primarily with respect to future operating performance and the products and services we expect to offer and other statements contained therein regarding matters that are not historical facts 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,” “feels,” “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. A forward-looking statement is neither a prediction nor a guarantee of future events or circumstances, and those future events or circumstances may not occur. Users should not place undue reliance on the forward-looking statements, which speak only as of the date of the presentation. The Company undertakes no obligation to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, our ability to successfully integrate the CBI and DSD Coffee Business acquisitions, fluctuations in availability and cost of green coffee, competition, organizational changes, the impact of a weaker 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, and 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 from time to time in our filings with the SEC.

In accordance with General Instruction B.2 of this Current Report on Form 8-K, the information presented herein 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 slides is not intended to constitute a representation that such furnishing is required by Regulation FD or that the slides include material investor information that is not otherwise publicly available.

Use of our Website to Distribute Material Company Information

The Company’s website address is www.farmerbros.com. The Company uses its website as a channel of distribution of important company information. Important information, including press releases and financial information regarding the Company, is routinely posted on and accessible on the Investor Information subpage of the Company’s website, which is accessible by clicking on the icon at the bottom of the Company’s home page labeled “Investor Info” on the Company’s website home page. The Company also uses its website to expedite public access to time-critical information regarding the Company in advance of or in lieu of distributing a press release or a filing with the SEC disclosing the same information. Therefore, investors should look to the Investor Information subpage of the Company’s website for important and time-critical information. Visitors to the Company’s website can also register to receive automatic e-mail notifications alerting them to new information made available on the Investor Information subpage of the Company’s website.

(d) Exhibits.

- 99.1 Investor Presentation Slides in use beginning January 12, 2012
- 99.2 Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures

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 18, 2012

FARMER BROS. CO.

By: /s/ JEFFREY A. WAHBA
Name: **Jeffrey A. Wahba**
Title: **Interim Co-Chief Executive Officer,
Chief Financial Officer and Treasurer**

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Investor Presentation Slides in use beginning January 12, 2012
99.2	Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures



COFFEE, TEA & CULINARY

INVESTOR PRESENTATION

JANUARY 2012

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this presentation, including, but not limited to, statements regarding the development and growth of our business, our intent, belief or current expectations, primarily with respect to future operating performance and the products and services we expect to offer and other statements contained herein regarding matters that are not historical facts 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,” “feels,” “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. A forward-looking statement is neither a prediction nor a guarantee of future events or circumstances, and those future events or circumstances may not occur. Stockholders and other readers should not place undue reliance on the forward-looking statements, which speak only as of the date of this presentation. The Company undertakes no obligation to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by the federal securities laws. Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, our ability to successfully integrate the CBI and DSD Coffee Business acquisitions, fluctuations in availability and cost of green coffee, competition, organizational changes, the impact of a weaker 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, and 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 from time to time in our filings with the Securities and Exchange Commission.

FARMER BROTHERS OVERVIEW

Leading manufacturer, wholesaler and distributor of coffee, tea and culinary products

- Founded in 1912
- Today, the country's largest direct store delivery (DSD) coffee company

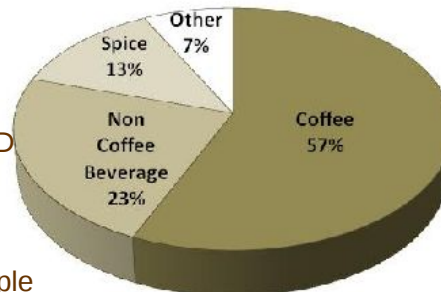
Differentiated business model

- Most complete local, regional and national DSD network in the coffee industry
- Unique low cost production capabilities
- Unparalleled distribution network serving multiple segments of foodservice and retail channels

Experienced and motivated management team

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

FY11 Revenue \$464M



FARMER BROTHERS KEY INVESTMENT HIGHLIGHTS

National Coverage

Leading national direct delivery footprint

Product Offerings

A recognized leader in both premium and cost competitive product offerings

Acquisition Synergies

Opportunities to continue to realize synergies from the recent acquisitions

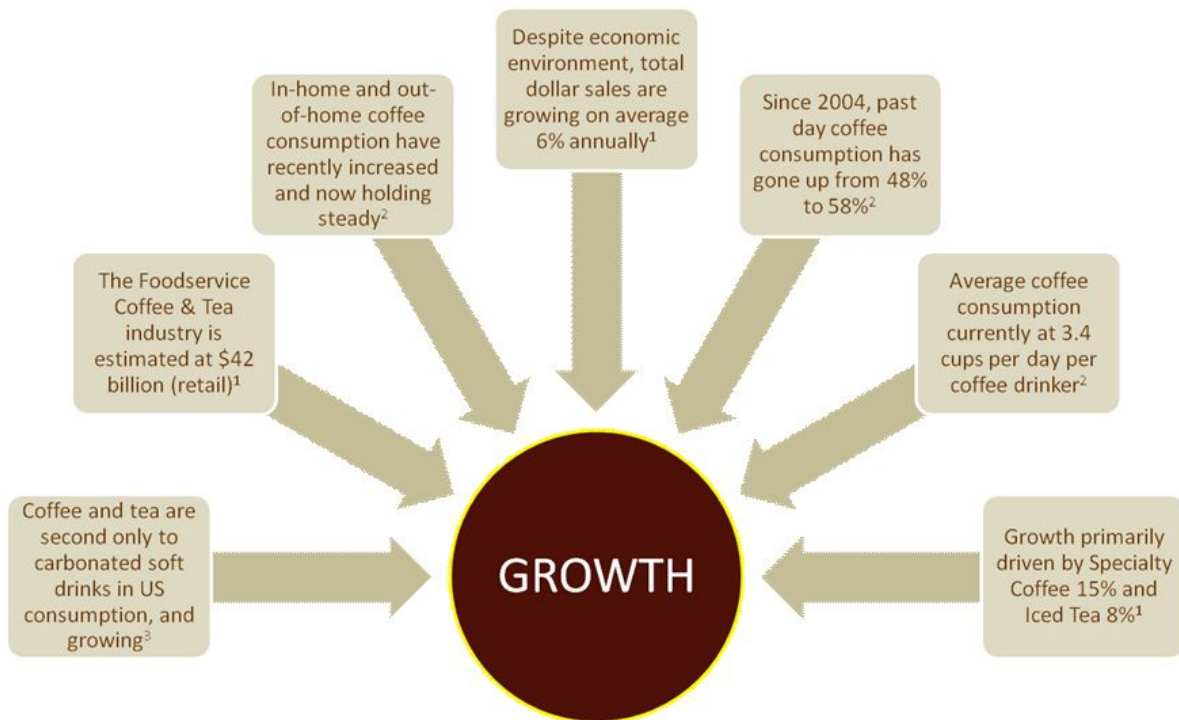
Technical Expertise

State of the art development and production capabilities

Market Position

Leverage customer base of 63,000 and one of the most experienced sales, marketing and operations teams in the industry

COFFEE AND TEA MARKETS CONTINUE TO GROW



¹ Mintel Coffee & Tea (2010), ² National Coffee Association Trends Report (2011), ³ New York Times (July 2011)

DIVERSIFIED BUSINESS MODEL TO TAKE ADVANTAGE OF GROWING INDUSTRY

Division	Description
	Farmer Brothers roasts and distributes coffee, tea and culinary solutions such as spices, soup bases and salad dressings through direct store delivery and broad line distribution.
	Coffee Bean International, an independent, wholly-owned subsidiary of Farmer Brothers, is one of the nation's leading specialty coffee roasters, focusing on private brand retail programs.
	Custom Coffee Plan is a division of Farmer Bros. Co., an established leader in coffee service supplying business and hospitality venues within its operating regions.
	Spice Products Company is an industrial spice ingredients supplier which brings the highest levels of quality and consistency to the foodservice and industrial food manufacturing industries.

NATIONWIDE DISTRIBUTION NETWORK

- Total facility square footage exceeds 1.5 million square feet
- 6 distribution centers and 114 branch warehouses
- Approximately 500 routes servicing 63,000 customers



OUR COFFEE BUSINESS TRANSITION

PRE 2007

- ➔ Only Traditional Coffee
- ➔ West Coast primarily
- ➔ One brand: Farmer Brothers
- ➔ Known primarily for supplying small operators
- ➔ Basic coffee resources

TODAY

- ➔ Traditional, Premium & Specialty Coffees
- ➔ Three roasting facilities; DSD distribution in 48 states
- ➔ Multiple brands:
 - Farmer Brothers
 - Superior
 - Coffee Bean International
 - Panache
 - Prebica
 - Cain's
 - Metropolitan
- ➔ 2010 Vendor of the Year for both Sheetz, Inc. & Target Corporation
- ➔ Industry leading coffee development lab and green coffee purchasing capabilities

High Touch Customer Service Strategy Since 1912

FARM 5 KEY POINTS OF DIFFERENTIATION



Product Our products include coffee and tea, along with a diverse selection of culinary products and other hot and cold beverages.

Delivery Nearly 3 million square miles of direct and multi-channel distribution.

Service Our high touch service model allows 63,000 foodservice customers to operate their business more efficiently.

Equipment We own and operate responsive nationwide equipment service coverage 24/7/365.

Procurement Deep, long lasting connections in coffee, tea and spices, combined with strong co-packing supplier partnerships in our other categories

QUALITY EXECUTION AT ALL TIERS

Using small batch, large batch and continuous roasting processes in parallel, we achieve exceptional consistency and quality control over multiple tiers.



PRODUCTION CAPABILITIES

- *Capacity Utilization Currently at 50 to 60%*

TORRANCE¹



coffee, spices



HOUSTON



coffee, tea



PORTLAND



coffee



¹ Headquarters

NATIONAL ACCOUNT APPEAL

- Broad selection of consistently high quality products and services
- Customization capabilities to support individual programs
- National direct delivery distribution coverage
- Responsive equipment service model with 24hr support
- Comprehensive partnership model, including
 - Brand development / strategy
 - Coffee / tea market expertise and consumer insight trends
 - Strategic commodity cost management programs

WE SELL MORE THAN JUST COFFEE

Our broad array of products provide diverse menu solutions for our customers



Preserves & Jams



Sweeteners



Creamers



Salad Dressing



Mayonnaise



Spices



Pancake Mix



Cappuccino



Iced Coffee



Specialty Coffee



Hot Tea



Iced Tea



Hot Chocolate



Juices



Soup Bases

SIGNIFICANT CONSUMER ACCOUNTS



PRIVATE LABEL, WITH ADDED VALUE

- Accounts for approximately 15% of sales



MAJOR WINS / RECENT WINS



FARMER BROTHERS' GROWTH STRATEGY

- Increase synergies from the recent acquisitions of Coffee Bean International and Sara Lee
- Grow all tiers of Foodservice business leveraging our competitive advantages:
 - Low cost producer with available roasting capacity
 - Unparalleled coffee and allied products distribution network
 - Customer service excellence-high touch, expert capability
 - The most complete local, regional and national DSD network in the coffee industry
- Grow average order size and improve gross margin by focusing on the following product categories:
 - Specialty coffee
 - Iced coffee
 - Iced Tea
 - Cappuccino mix
 - Culinary products
- Continue to grow national accounts business by leveraging our differentiated partnership model

SR. MANAGEMENT TEAM/KEY SALES LEADERS

Name	Title	Prior Experience	
Jeffrey Wahba	Interim Co-CEO, CFO and Treasurer		
Patrick Criteser	Interim Co-CEO, President and CEO CBI		
Mark Harding	Sr. VP of Operations		
Larry Garrett	General Counsel		
Hortensia Gomez	VP, Controller and Assistant Treasurer		
Joe Prewett	VP of Marketing		
Steve Heyman	VP of Sales		
Tom Mortensen	VP of Field Operations West		
Bryan Csehi	VP of Field Operations East		
Jay Wilkins	SVP National Accounts CBI		

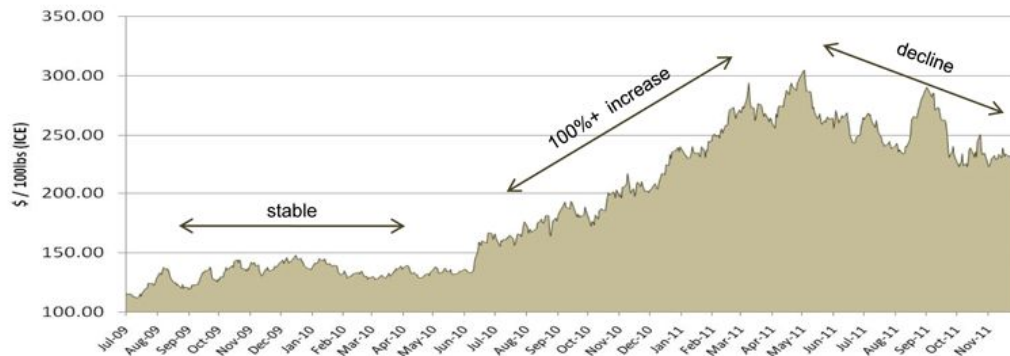


COFFEE, TEA & CULINARY

FINANCIAL OVERVIEW

RECENT OPPORTUNITIES AND CHALLENGES

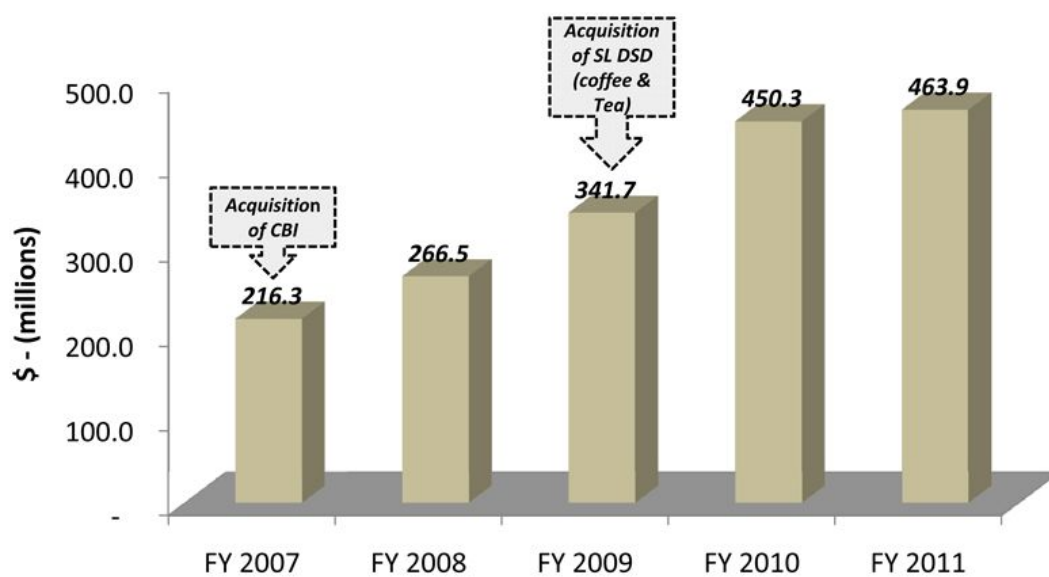
- Coffee commodity market more than doubled from July 2010 to May 2011 but is currently about 20% below its 2011 highs
- Farmer Brothers increased its prices to cover the cost increase but like its competitors lagged behind the rapid run-up in costs
- Commodity costs have retreated more recently providing margin opportunities and the Company has “locked in” some of its future purchases which will provide more margin stability going forward



KEY 2011 EXECUTED INITIATIVES

- Aligned organization to meet current economic needs ~~reduced~~ headcount by 10% while focusing resources on local markets
- Significantly reduced operating expenses as a result of integration efforts ~~current~~ run rate down more than 15% year over year
- Despite unfavorable external factors, increased top line by 3% and grew National Account business by 20%
- Took necessary pricing actions to maintain \$/lb. margins
- Instituted a comprehensive hedging strategy to help smooth the impact of the recently volatile coffee markets
- Increased product breadth, technical expertise and marketing ~~sales~~ capabilities leading to substantial increases in revenue per customer

5 YEAR REVENUE GROWTH TREND



CBI acquisition April 2007; Sara Lee DSD acquisition February 2009

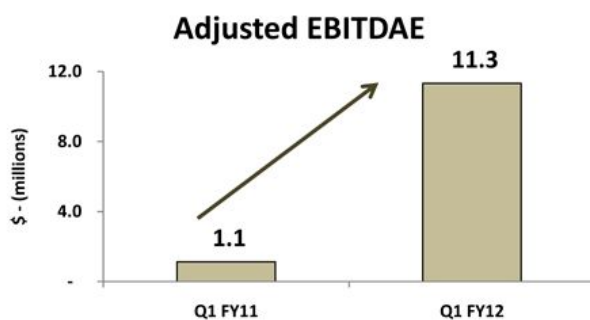
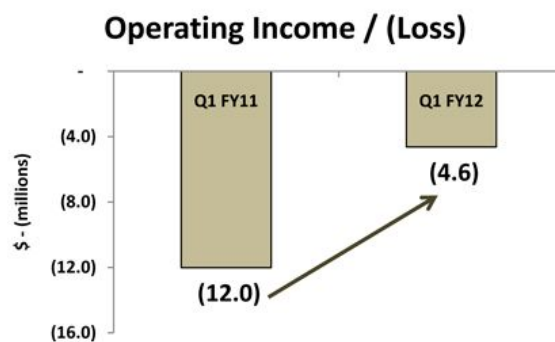
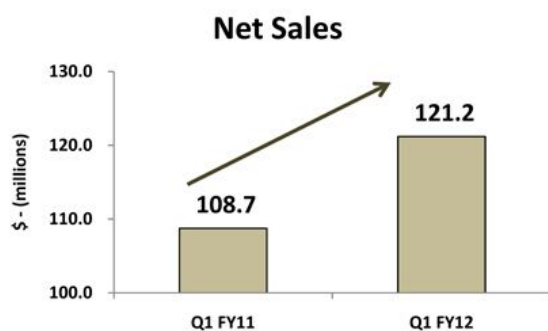
FY11 ADJUSTED EBITDAE RECONCILIATION

- LIFO accounting impact of \$40.3M in FY11
- Adjusted EBITDAE \$18.0M, \$21.1M better than 2010

(In millions)	FY09	FY10 ¹	FY11
EBITDAE	13.3	(4.1)	(22.3)
LIFO charge (credit)	(0.0)	1.0	40.3
Adj EBITDAE	13.3	(3.1)	18.0

¹ First full year after Sara Lee DSD Coffee and Tea acquisition; one time costs related to integration efforts included

Q1 FINANCIAL PERFORMANCE FY12 vs. FY11



Q1 –quarter ending September 30.

STRONG BALANCE SHEET WITH A FOCUS ON ASSET MANAGEMENT

<i>(In millions)</i>	<i>September 30, 2011</i>
<i>Cash and Cash Equivalents</i>	<i>4.6</i>
<i>Short-Term Investments</i>	<i>16.2</i>
<i>Accounts and Notes Receivable</i>	<i>44.6</i>
<i>Inventories</i>	<i>83.4</i>
<i>Other Current Assets</i>	<i>2.4</i>
<i>Net PP&E</i>	<i>108.7</i>
<i>Other Assets</i>	<i>18.1</i>
<i>Total Assets</i>	<i>277.9</i>
<hr/>	
<i>Total Liabilities excluding Credit Facility</i>	<i>123.2</i>
<i>Credit Facility</i>	<i>33.4</i>
<i>Stockholders' Equity</i>	<i>121.3</i>
<i>Total Liabilities and Stockholders' Equity</i>	<i>277.9</i>

- Inventory -includes LIFO reserve of \$70.0 million
- PP&E includes over 50 owned properties

INVESTMENT HIGHLIGHTS

National Coverage

Leading national direct delivery footprint

Product Offerings

A recognized leader in both premium and cost competitive product offerings

Acquisition Synergies

Opportunities to continue to realize synergies from the recent acquisitions

Technical Expertise

State of the art development and production capabilities

Market Position

Leverage customer base of 63,000 and one of the most experienced sales, marketing and operations teams in the industry



COFFEE, TEA & CULINARY

NASDAQ: FARM

Non-GAAP Financial Measures

In addition to net income (loss) determined in accordance with United States Generally Accepted Accounting Principles (GAAP), the Company uses certain non-GAAP financial measures, such as “EBITDAE” and “Adjusted EBITDAE,” in assessing its operating performance. The Company believes that these non-GAAP measures serve as appropriate measures to be used in evaluating the performance of its business.

The Company defines EBITDAE as net income (loss) excluding the impact of income taxes, interest expense, depreciation and amortization expense, employee stock ownership plan (“ESOP”) and share-based compensation expense, non-cash impairment losses, and net gains and losses from derivatives and investment portfolio. The Company defines Adjusted EBITDAE as EBITDAE excluding the impact of LIFO charge or credit. The Company believes that the use of the LIFO method of inventory valuation for coffee, tea and culinary products results in better matching of costs and revenues. EBITDAE and Adjusted EBITDAE as defined by the Company may not be comparable to similarly titled measures reported by other companies. The Company does not intend for non-GAAP financial measures to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP.

Set forth below is a reconciliation of reported net loss to EBITDAE and Adjusted EBITDAE:

	Year Ended June 30,		
	2009	2010	2011
	(In thousands)		
Net loss, as reported	\$ (33,270)	\$ (23,953)	\$ (54,317)
Income tax expense (benefit)	14,283	(2,529)	(9,167)
Interest expense	335	986	1,965
Depreciation and amortization expense	18,292	26,778	31,758
ESOP and stock-based compensation expense	5,452	4,784	3,825
Intangible assets impairment losses	—	—	7,805
Investment portfolio losses (gains)	8,248	(10,169)	(4,191)
EBITDAE	\$ 13,340	\$ (4,103)	\$ (22,322)
LIFO (credit) charge net of taxes of zero*	(13)	1,033	40,317
Adjusted EBITDAE	\$ 13,327	\$ (3,070)	\$ 17,995

* LIFO (credit) charge had no impact on income tax (benefit) expense since the Company has recorded a 100% valuation allowance against deferred tax assets.

Set forth below is a reconciliation of reported net loss to EBITDAE and Adjusted EBITDAE (in thousands):

	Three Months Ended September 30,	
	2010	2011
Net loss, as reported	\$(9,873)	\$ (7,584)
Income tax expense	361	346
Interest expense	402	575
Depreciation and amortization expense	7,461	7,923
ESOP and share-based compensation expense	1,078	790
Net loss (gain) from derivatives and investment portfolio	(1,897)	2,621
EBITDAE	\$(2,468)	\$ 4,671
LIFO charge, net of taxes of zero ^{(1) (2)}	3,595	6,660
Adjusted EBITDAE	\$ 1,127	\$ 11,331

(1) LIFO charge had no impact on income tax benefit since the Company has recorded a 100% valuation allowance against deferred tax assets.

(2) Actual valuation of inventory under the LIFO method is made only at the end of each fiscal year based on the inventory levels and costs at that time. Accordingly, interim LIFO calculations must necessarily be based on management's estimates of expected fiscal year-end inventory levels and costs. Because these estimates are subject to many forces beyond management's control, interim results are subject to the final fiscal year-end LIFO inventory valuation.