

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

FARMER BROS. CO.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

95-0725980

(IRS Employer Identification No.)

**20333 South Normandie Avenue
Torrance, California 90502**

(Address of Principal Executive Offices, including zip code)

Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan
(Full title of the plan)

Michael H. Keown

President and Chief Executive Officer

Farmer Bros. Co.

20333 South Normandie Avenue, Torrance, CA 90502

310-787-5200

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With a copy to:

Thomas J. Mattei, Jr.

General Counsel

Farmer Bros. Co.

20333 South Normandie Avenue, Torrance, CA 90502

310-787-5200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer (Do not check if a smaller reporting company) ☐

Smaller reporting company ☐

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$1.00 per share	375,000	\$26.74	\$10,027,500	\$1,165.20

- (1) This Registration Statement registers 375,000 shares of common stock, par value \$1.00 per share ("Common Stock") of Farmer Bros. Co. (the "Company") pursuant to the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan, as further amended by the addendum to Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan effective December 5, 2014 (the "Plan"). In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of Common Stock that may become issuable under the Plan by reason of any substitutions or adjustments to shares to account for any change in corporate capitalization, such as a merger, consolidation, spin-off or recapitalization, stock dividend, stock split, or other distribution of stock or property of the Company, combination or exchange of shares of Common Stock, or other like change in capital structure.
- (2) Pursuant to Rule 457 of the Securities Act, based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq Global Select Market on September 22, 2015 (\$26.74). Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E
OF FORM S-8 “REGISTRATION OF ADDITIONAL SECURITIES”**

This Registration Statement on Form S-8 is filed by Farmer Bros. Co., a Delaware corporation (the “Company”), to register 375,000 shares of its common stock, par value \$1.00 per share (“Common Stock”), authorized for issuance under the Plan. The Plan is an amendment and restatement of the Farmer Bros. Co. 2007 Omnibus Plan (the “Omnibus Plan”), with respect to which the Company filed with the Securities and Exchange Commission (the “SEC”) on February 6, 2009 a Registration Statement on Form S-8 (SEC File No. 333-157169) (the “Prior Registration Statement”) to register 1,000,000 shares available for issuance thereunder. The total number of shares being registered hereby includes 125,000 shares of Common Stock that were available for issuance under the Omnibus Plan prior to its amendment and restatement in the form of the Plan and which were not previously registered. The contents of the Prior Registration Statement are hereby incorporated by reference.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

All information required in the Registration Statement (other than the interests of named experts and counsel, the exhibits and the signature page) is set forth in the Prior Registration Statement, as described above, and is incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters in connection with the Common Stock offered by this Registration Statement will be passed upon for the Company by Anglin, Flewelling, Rasmussen, Campbell & Trytten LLP (“AFRCT”), 199 South Los Robles Avenue, Suite 600, Pasadena, California 91101. As of the date of this Registration Statement, one AFRCT attorney beneficially owns 8,176 shares of the Company’s Common Stock, and another AFRCT attorney serves as the Company’s Secretary.

Item 8. Exhibits.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Torrance, State of California, on this 28th day of September, 2015.

FARMER BROS. CO.

By: /s/ Michael H. Keown
Michael H. Keown
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of Farmer Bros. Co., a Delaware corporation, do hereby constitute and appoint Michael H. Keown, President and Chief Executive Officer, and Thomas J. Mattei, Jr., General Counsel, and each of them, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents, and any one of them, determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and each of the undersigned hereby ratifies and confirms that all said attorneys and agents, or any one of them, shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Michael H. Keown</u> Michael H. Keown	President, Chief Executive Officer and Director (Principal Executive Officer)	September 28, 2015
<u>/s/ Mark J. Nelson</u> Mark J. Nelson	Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	September 28, 2015
<u>/s/ Guenter W. Berger</u> Guenter W. Berger	Chairman of the Board and Director	September 28, 2015
<u>/s/ Hamideh Assadi</u> Hamideh Assadi	Director	September 28, 2015
<u>/s/ Randy E. Clark</u> Randy E. Clark	Director	September 28, 2015
<u>/s/ Jeanne Farmer Grossman</u> Jeanne Farmer Grossman	Director	September 28, 2015
<u>/s/ Charles F. Marcy</u> Charles F. Marcy	Director	September 28, 2015
<u>/s/ Christopher P. Mottern</u> Christopher P. Mottern	Director	September 28, 2015

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
4.1	Certificate of Incorporation of Farmer Bros. Co. (filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K filed with the SEC on September 16, 2014 and incorporated herein by reference).
4.2	Amended and Restated Bylaws of Farmer Bros. Co. (filed as Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on April 25, 2011 and incorporated herein by reference).
4.3	Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan (as approved by the stockholders at the 2013 Annual Meeting of Stockholders on December 5, 2013) (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on December 11, 2013 and incorporated herein by reference).
4.4	Addendum to Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan (filed as Exhibit 10.30 to the Company's Quarterly Report on Form 10-Q filed with the SEC on February 9, 2015 and incorporated herein by reference).
5.1	Opinion of Anglin, Flewelling, Rasmussen, Campbell & Trytten LLP (filed herewith).
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm (filed herewith).
23.2	Consent of Anglin, Flewelling, Rasmussen, Campbell & Trytten LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature page of this Registration Statement).

[LOGO]

ANGLIN FLEWELLING RASMUSSEN CAMPBELL & TRYTTEN LLP
199 SOUTH LOS ROBLES AVENUE, SUITE 600
PASADENA, CALIFORNIA 91101-2459
TELEPHONE: (626) 535-1900
FACSIMILE: (626) 577-7764
www.afrc.com

September 28, 2015

Farmer Bros. Co.
20333 South Normandie Avenue
Torrance, California 90502

Re: Registration Statement on Form S-8 with respect to 375,000
shares of Common Stock, par value \$1.00 per share

Ladies and Gentlemen:

We have acted as counsel to Farmer Bros. Co., a Delaware corporation (the "Company"), in connection with the proposed issuance of up to 375,000 shares of common stock, \$1.00 par value per share (the "Shares"), issuable under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan (the "Plan"), as further amended by the addendum to Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan effective December 5, 2014. The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on September 28, 2015 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been issued by the Company against payment therefor (not less than par value) in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan, and subject to the Company completing all action and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan and the Registration Statement, the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ ANGLIN, FLEWELLING, RASMUSSEN,
CAMPBELL & TRYTTEN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated September 14, 2015, relating to the consolidated financial statements of Farmer Bros. Co., and the effectiveness of Farmer Bros. Co.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Farmer Bros. Co. for the year ended June 30, 2015.

/S/ DELOITTE & TOUCHE LLP

Costa Mesa, California
September 28, 2015