

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

**Amendment No. 1 to
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 13, 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)

(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))

Explanatory Note

Farmer Bros. Co., a Delaware corporation (the “Company”), is furnishing this Current Report on Form 8-K/A (this “Amendment”) solely for the purpose of correcting and clarifying certain information in the investor presentation slideshow (the “Original Investor Presentation”) furnished as Exhibit 99.1 to the Company’s Current Report on Form 8-K furnished to the Securities and Exchange Commission on March 13, 2017 (the “Original Report”). This Amendment does not reflect events occurring after the filing of the Original Report, or modify or update those disclosures that may be affected by subsequent events, and no other changes are being made to any other disclosure contained in the Original Report.

Item 7.01 Regulation FD Disclosure.

On March 13, 2017, we furnished the Original Report, which included the Original Investor Presentation. The following corrections to the Original Investor Presentation are reflected in the revised investor presentation slideshow furnished as Exhibit 99.1 to this Amendment:

1. The bullets on page 16 of the Original Investor Presentation relating to restructuring costs have been revised to correct the typo in total estimated cash costs in connection with the exit of the Company’s Torrance facility as part of the corporate relocation plan. The Company estimates that it will incur approximately \$31.0 million in cash costs in connection with the exit of the Torrance facility, of which the Company has recognized an aggregate of \$30.3 million and paid an aggregate of \$29.3 million as of December 31, 2016.
2. The first bullet under “China Mist Brands, Inc.” on page 17 of the Original Investor Presentation has been corrected to reflect the aggregate cash paid at closing of \$11.2 million (before earnout), after giving effect to the working capital adjustment under the purchase agreement.
3. The first bullet under “West Coast Coffee” on page 17 of the Original Investor Presentation has been corrected to reflect the purchase price under the purchase agreement of \$13.5 million (before earnout), subject to a working capital adjustment under the purchase agreement.

By filing this report on Form 8-K/A 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.

As provided in General Instruction B.2. of Form 8-K, the information included in this Current Report on Form 8-K/A, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the 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, 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 Exchange Act regardless of any general incorporation language in such filing. In addition, the exhibit furnished herewith contains statements intended as “forward-looking statements” that are subject to the cautionary statements about forward-looking statements set forth in such exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Revised Investor Presentation Slideshow in use beginning March 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: March 14, 2017

FARMER BROS. CO.

By: /s/ David G. Robson

David G. Robson

Treasurer and Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

| | |
|------|--|
| 99.1 | Revised Investor Presentation Slideshow in use beginning March 13, 2017. |
|------|--|

**Farmer Bros. Co.
Revised Investor Presentation**



Roth Conference
March 13, 2017

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.

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

CORPORATE OVERVIEW

- **National manufacturer, wholesaler, and distributor of foodservice products with over 100 years in the business**

- Founded in 1912
- 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 Direct Store Delivery (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

- **Growth Industry**

- Specialty coffee forecasted to grow at 6%* with iced coffee beverages forecasted to grow at 9%*

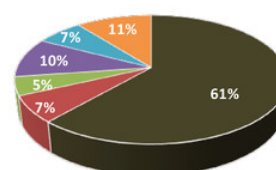
- **Experienced management team**

- Significant experience across consumer branded, packaged goods, and beverage companies
- Strong background in turnarounds

- **Industry association leadership**

- Mike Keown appointed Vice Chairman, World Coffee Research – October 2016

FY16 Net Sales - \$544M

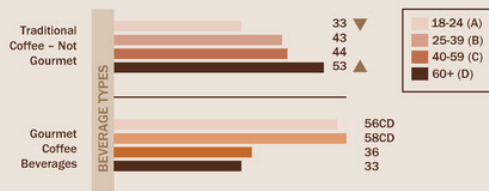


- Coffee (Roast & Ground)
- Coffee (Frozen Liquid)
- Tea (Iced & Hot)
- Culinary
- Spice
- Other beverages

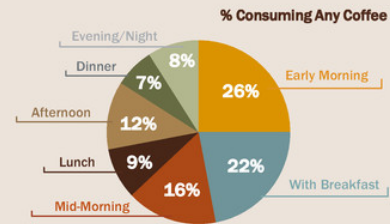
* Source : 2016 Nielsen Retail Report

COFFEE CONSUMPTION TRENDS

CONSUMPTION & OCCASION



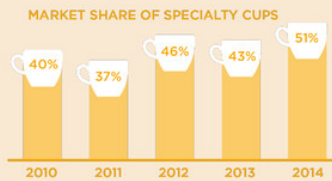
- Gourmet penetration has surpassed traditional coffee among Millennials



- Coffee is no longer just a "morning" drink.

"SPECIALTY"IZATION

- Specialty coffee consumption surpassed "traditional" coffee in 2014 and has remained steady



Sources : The Hartman Group, SCAA, Datassential, Mintel

COLD BREW

115% Growth (All Channels '15)



- \$7.9M retail sales
- 339% growth since 2010
- Quality improving; line extensions hitting the market (e.g., nitro brew)

Farmer Brothers

2017 MEGA COFFEE TRENDS

Farmer to Consumer

Reuse & Upcycle

- Farmers use the coffee cherry skins to produce coffee flour so they can use it for baking
- Consumers enjoyed steeped skins (Cascara) as an emerging specialty beverage
- Next: Cascara sodas and adult beverages



Beneficial Cred

Coffee Reputation gets a healthy boost

- Off the line: Bulletproof Coffee
- Media Blitz on healthy benefits
- Further support from health Experts (Webmd, Mayo Clinic)
- Focus: Phytochemicals & Caffeine



Processing Protocol

Pre-Harvest to Pre-Cup

- Coffee houses are beginning to entice consumers by promoting "least processed"
- This is new-age transparency that furthers authenticity and goodwill



Cold Brew

Nitro Goes Mainstream

- Small but expanding as early adopters drive growth
- Reduces need for sweetener due to creamy mouthful
- RTD options starting to surface. Will they make the grade?



Culinary Elite

Coffee as Culinary Star

- Coffee becomes a go-to ingredient for chefs, making an increased appearance on menus.
- Trending: Food & Alcohol pairings, Season pushes; varietals



Flavor(full)

Flavor with Purpose

- Consumers seeking health benefits and flavors as a single solution
- Coffee & tea offer a viable foundation
- Trending: Ethnic spices, seeds, nut milks, antioxidants, flavanoids



According to Mintel research, 57% of consumers say they are adventurous eaters while 82% claim to be open to trying new flavors. The millennial generation has proven to be the most adventurous, driving the growth of ethnic flavors in retail and foodservice.

Source : Datassential Foodbytes; June 2015; July 2015

MULTI-TIER COFFEE & TEA PORTFOLIO

SPECIALTY — Handcrafted. Fresh. Sustainable.

ARTISAN COLLECTION
BY FARMER BROTHERS™

PANACHE
YOUR NEIGHBORHOOD'S BEST COFFEE™

COLLABORATIVE
COFFEE
FARM DIRECT™

PREMIUM — Fresh. Contemporary. Diverse.

METROPOLITAN™
BY FARMER BROTHERS

UNMOMENTO™



CHINAMIST.



TRADITIONAL — Traditional coffees for the classic consumer



cain's
BY FARMER BROTHERS



Product Categories



PRIVATE BRAND PROGRAM DEVELOPMENT

OUR MODEL

SPECIALTY COFFEE AT SCALE



TOTAL PARTNERSHIP MODEL



WHY WE'RE DIFFERENT

01

QUALITY

- Cup scores / buying philosophy
- State-of-the-art roastery
- Extensive coffee innovation expertise

02

CONSISTENCY

- 40 years of wholesaling
- Exacting quality standards
- "7 Year Journeyman" roaster training

03

LEADERSHIP

- SCAA, Roasters Guild
- Industry leading green coffee buying
- >100 independent coffeehouse accounts

04

SUSTAINABILITY

- LEED® Silver certified roastery
- Corporate sustainability program
- Longstanding direct trade relationships

05

PARTNERSHIP

- Dedicated Market Insights Manager
- Account Management philosophy
- Strong collaborative approach

THE BENEFIT

REPEAT PURCHASE

CONFIDENCE & TRUST

CREDIBILITY

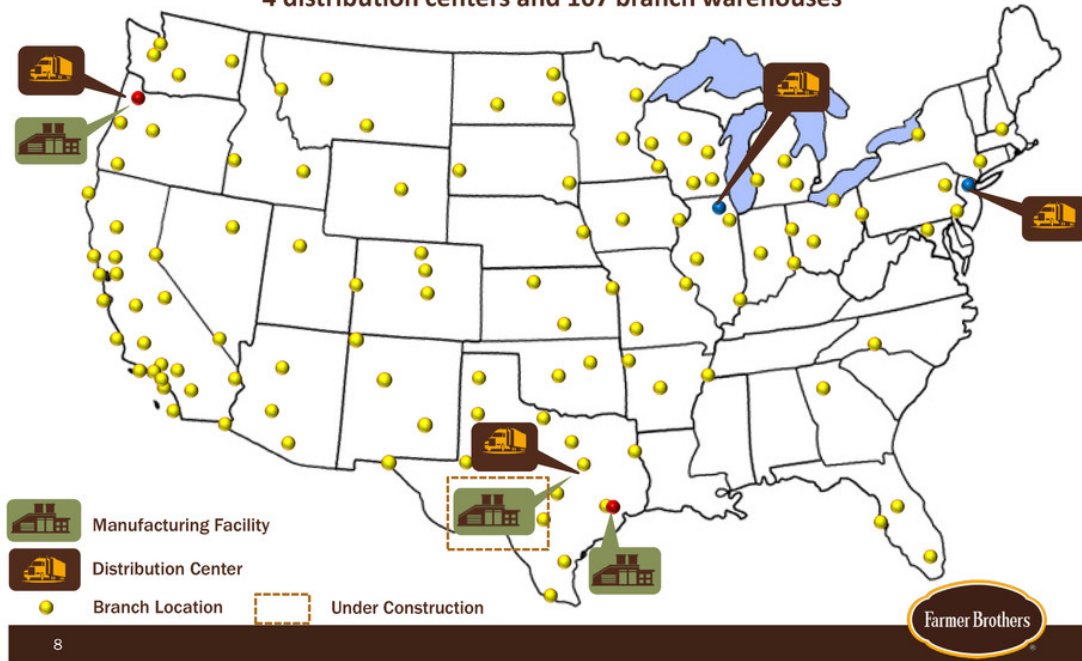
SECURITY & RESPECT

INNOVATION &
DIFFERENTIATION

Farmer Brothers

NATIONWIDE DISTRIBUTION NETWORK*









4 distribution centers and 107 branch warehouses



*Map excludes manufacturing facilities, distribution centers, & branch warehouses acquired connection with our most recent acquisitions.

OUR SUSTAINABILITY PROGRAMS

Our focused sustainability programs are a key component to winning new business

| ENVIRONMENTAL | SOCIAL |
|---|--|
|  <p>First roaster in the Northwest to be LEED® Silver Certified</p> |  <p>Innovative direct trade program pays farmers more for quality and invests in their long term coffee productivity</p> |
|  <p>100% renewable energy is part of our ongoing carbon footprint reduction strategy at our roasting facilities</p> |  <p>Strong partnership with FairTrade USA, offering a wide range of single origins and blends. Ethical consumers place emphasis here.</p> |
|  <p>14% reduction in our electric use, 28,000 MT (or 6.8%) reduction in our carbon footprint while increasing volume</p> |  <p>Active participation and supporter Rainforest Alliance that helps farmers farm while conserving the environment while boosting crop yields.</p> |
|  <p>Certified USDA and OCIA coffees from all major growing regions, including blends and single origins.</p> |  <p>Long term “Cause Coffee” programs with MercyCorps® and Philanthropy Partners support community aid projects at origin</p> |

* LEED certification at our Northlake Tx headquarters facility projected in 2017

EXPERIENCED SENIOR MANAGEMENT TEAM

| Name | Title | Prior Experience |
|-------------------|--|---|
| Mike Keown | President and Chief Executive Officer |   |
| David Robson | Treasurer and Chief Financial Officer |   |
| Tom Mattei | General Counsel and Assistant Secretary |   |
| Ellen lobst | Chief Operations Officer |   |
| Scott Bixby | Senior Vice President/General Manager of DSD |   |
| Scott Siers | Senior Vice President/General Manager of Direct-Ship |   |
| Gerard Bastiaanse | Senior Vice President, Marketing |   |
| Suzanne Gargis | Vice President, Human Resources |   |

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

- **World Coffee Research**
 - Mike Keown appointed Vice Chairman of the Board of Directors
- **Specialty Coffee Association of Sustainability Council**
 - Council Member
- **Pacific Coast Coffee Association**
 - Board Member
- **Roasters Guild**
- **Charitable Support**
 - Coalition for Coffee Communities Board Member
 - FMI Leadership Counsel, Feeding America



The marks displayed above are the properties of those organizations.



MOVING FORWARD

Roth Conference
March 14, 2017

CURRENT STRATEGIC OBJECTIVES

- **Increase production efficiency to improve competitiveness**
 - Completed Corporate Relocation Plan
 - Implement supply chain cost reduction and efficiency initiatives
 - Leverage ERP system to reduce unnecessary costs
 - Maintain quality reputation as a competitive strength
 - Improve planning, forecasting, and further simplifying the supply chain
 - Reassess work processes
- **Drive volume growth from a larger national account base and enhance teamwork across the National Account and DSD organizations**
- **Redefine the DSD Model**
 - Announced restructuring of the Company's DSD sales model in February 2017
 - Leverage mobile sales and fleet routing tools to improve efficiency
 - Invest in high-growth and profitable markets and consider leaving low-profit markets
 - Continue to pursue strategies to improve or create profitable scale in targeted markets

GROWTH EXPANSION OPPORTUNITIES

- **Positive industry trends**
 - ~3-5% aggregate annual growth rates expected with specialty coffee and iced coffee beverages growing at higher rates¹
 - Consumption dynamic changing
- **Large addressable market**
 - Potential market share improvement through new customers and territory objectives
 - Currently hold small percentage of the addressable market
 - Less than 1% market share²
 - Capitalize on consumers increasing interest in sustainability
- **Market continues to expand with new categories and products**
 - Ice coffee, cold brew, premium coffee channels
- **Opportunistic M&A activities**
 - Fragmented market with many regional players
 - Strong balance sheet and equity position
 - As of 12/31/16, cash and short term investments of \$34.6 million, a \$75.0 million revolving credit facility with \$50.0 million accordion feature, borrowings of \$18.5 million

Source : (1) 2016 Nielsen Retail Report (2) Specialty Coffee Association of American Dec 2015



RECENT ACCOMPLISHMENTS

- **Strengthened management team**
 - Adding talent to manage for future growth
 - Expertise in turnaround stories
- **Recently announced supply chain rationalization/simplification**
 - DSD restructure targets annual savings of \$2.0 million - \$2.6 million to be realized fully by fiscal Q2-18 after incurring 1x costs of \$3.7 million - \$4.9 million
 - Better addresses unique needs of customers and quicker response to industry trends
- **Expanded national account customers**
 - Added new customers in fiscal 2017
 - Examples: Allsup, SSP, Comcast, Skyline Healthcare, Stop N Save convenience stores
- **Enhanced specialty coffee program and resources**
- **Added new capabilities – i.e., in national account sales, sustainability**
- **Expanded grower sustainability programs at home and abroad**

CORPORATE RELOCATION PLAN

- **New HQ and distribution center in Northlake, Texas up and running**
 - Effectively transitioned all remaining key functions into the new facility
 - Installed roasters in new state-of-the-art facility
 - Expect to be fully operational by fiscal year end 2017
- **Annual savings estimated \$18 million - \$20 million**
 - Third Party Logistics (3PL) for long-haul deliveries added
 - Vendor - managed inventories added for select items
 - Closure of Torrance facility has driven improvement in Gross Margin
 - Expect to realize full savings by the back half of FY2018
 - Recently consolidated Oklahoma Distribution Center activity into our Northlake, Texas Distribution Center
- **Restructuring costs estimated at \$31.0 million cash costs**
 - \$34.0 million of restructuring costs recorded through Q2 2017
 - Recognized \$30.3 million of the estimated \$31.0 million cash restructuring costs and paid \$29.3 million as of 12/31/16
- **Continue to assess manufacturing, distribution, and supply chain activities for additional savings**

RECENT ACQUISITIONS

- **China Mist Brands, Inc.**

- Acquired October 2016 for ~\$11.2 million (before earnout)
- Strong premium tea brand
 - Fast growing market segment
- National distribution in over 20,000 foodservice locations
- Strong management team



- **West Coast Coffee**

- Acquired in February 2017 for ~\$13.5 million (before earnout)
- Portland, Oregon-based coffee manufacturer and distributor
- Primarily focused on convenience store, grocery and foodservice channels
 - Distribution to over 2,000 locations
- Broadens Farmer Bros.' reach in Northwest



Farmer Brothers

The image is a dark, moody photograph of a white ceramic coffee cup with a large hole in its lid. A black pen with silver accents lies diagonally across the cup. In the background, a line graph with multiple data series is visible on a light-colored surface. The overall tone is professional and business-oriented.

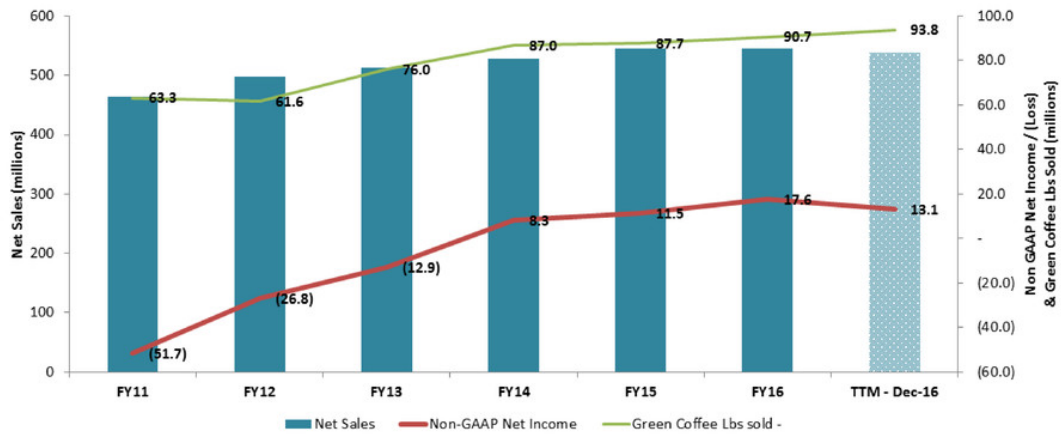
FINANCIAL OVERVIEW

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March 14, 2017

IMPROVING FINANCIAL RESULTS

Delivering better financial results

- Marked underlying volume growth and operational streamlining
- FY16 Non-GAAP Net Income* was our highest in over a decade



* 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.

Farmer Brothers

STRONG BALANCE SHEET

| <i>(In millions)</i> | December 31, 2016 |
|--|--------------------------|
| <i>Cash and Cash Equivalents</i> | 8.4 |
| <i>Short-Term Investments</i> | 26.2 |
| <i>Accounts and Notes Receivable</i> | 50.3 |
| <i>Inventories</i> | 56.6 |
| <i>Other Current Assets</i> | 4.7 |
| <i>Net PP&E</i> | 165.1 |
| <i>Other Assets</i> | 91.4 |
| Total Assets | 402.7 |
| <i>Total Liabilities excluding Credit Facility</i> | 178.6 |
| <i>Credit Facility</i> | 18.5 |
| <i>Stockholders' Equity</i> | 205.6 |
| Total Liabilities and Stockholders' Equity | 402.7 |

Numbers presented are rounded
 Inventory – recorded under LIFO methodology
 PP&E – includes 52 owned properties

KEY ACTIVITIES TO PROPEL FUTURE GROWTH

- **Strong market with growing categories**
 - Increased coffee and tea consumption
- **Upgrading manufacturing facilities and distribution practices**
 - New Northlake facility can initially increase roasting capacity by up to 25% to support increased demand with longer term potential to nearly double capacity
- **Initiating programs to win new customers**
 - Cost and innovation programs
 - Coffee sourcing leadership
 - Sustainability leadership
- **Strong senior management with experience in turnarounds**
- **Acquiring select capabilities and brands to broaden our reach**
 - China Mist Brands – acquired October 2016
 - West Coast Coffee – acquired February 2017

Positioning Farmer Bros. for Profitable Revenue Growth

The logo is a brown oval with a yellow border, containing the text "Farmer Brothers" in a white serif font. A registered trademark symbol (®) is located at the bottom right of the oval.

Farmer Brothers®

The background image shows a pair of hands holding a large quantity of dark brown coffee beans. The hands are positioned in the center, with the beans spilling out from between them. The background is dark and textured, suggesting burlap sacks.

INVESTOR PRESENTATION

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March 14, 2017