

**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): May 29, 2014

**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 8.01 Other Events.*****Committee Charter***

The Board of Directors of Farmer Bros. Co., a Delaware Corporation (the “Company”), upon recommendation of the Compensation Committee, amended and restated the Compensation Committee Charter, effective as of May 29, 2014, a copy of which is filed herewith as Exhibit 99.1 and is incorporated herein by reference. The Amended and Restated Compensation Committee Charter will be posted on the Company's website at [www.farmerbros.com](http://www.farmerbros.com) as soon as practicable.

***Omission of Quarterly Dividend***

On May 29, 2014, the Board of Directors voted to omit the payment of a quarterly dividend in the upcoming first quarter of fiscal 2015.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Amended and Restated Compensation Committee Charter effective as of May 29, 2014

**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: June 4, 2014**

**FARMER BROS. CO.**

By: /s/ Mark J. Nelson

**Mark J. Nelson**

**Treasurer and Chief Financial Officer**

## EXHIBIT INDEX

Exhibit No.	Description
99.1	Amended and Restated Compensation Committee Charter effective as of May 29, 2014

**FARMER BROS. CO.**  
**AMENDED AND RESTATED**  
**COMPENSATION COMMITTEE CHARTER**  
**(as adopted by the Board of Directors as of May 29, 2014)**

**Purpose**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Farmer Bros. Co. (the “Company”) is established for the principal purposes of discharging the Board’s responsibilities related to compensation of the Company’s executive officers and administering the Company’s incentive and equity compensation plans. In doing so, the Committee shall approve the compensation of the Company’s executive officers, including the Chief Executive Officer (“CEO”). The Committee shall oversee the preparation of a compensation discussion and analysis (“CD&A”) and a related compensation committee report for inclusion in the Company’s annual proxy statement and annual report on Form 10-K, in accordance with the rules of the Securities and Exchange Commission (“SEC”). In addition, the Committee shall be responsible for conducting an annual risk evaluation of the Company’s compensation practices, policies and programs. This Charter specifies the scope of authority and responsibility of the Committee.

**Organization, Membership and Meetings**

1. The Committee shall be comprised of at least three (3) directors, all of whom shall (a) meet the independence, expertise and other qualification standards required by the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”), the SEC and Nasdaq, and (b) be a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act. In addition, at least two (2) members of the Committee shall each qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and only members of the Committee who qualify as outside directors shall participate in discussions regarding awards that are intended to qualify as performance-based compensation within the meaning of Section 162(m).

2. Members of the Committee shall be appointed by the Board. Members of the Committee shall continue to be Committee members until their successors are appointed and qualified or until their earlier retirement, resignation or removal. Any member may be removed, with or without cause, by the approval of a majority of the independent directors then serving on the full Board. The Board may fill any vacancies on the Committee by a majority vote of the directors then in office.

3. The Committee shall meet at least once each year, with the authority to convene additional meetings, as circumstances require. The Committee may invite members of management, legal counsel or others to attend meetings and to provide relevant information.

4. The Committee may form and delegate authority to subcommittees when appropriate, or to one or more members of the Committee.

5. The Board shall designate a Committee member as the Chairman of the Committee, or if the Board does not do so, the Committee members shall appoint a Committee member as Chairman by a majority vote of the authorized number of Committee members. The Chairman of the Committee shall preside at all Committee meetings. At all meetings of the Committee, a majority of the members of the Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Committee present at a meeting at which a quorum is in attendance shall be the act of the Committee. Members of the Committee may participate in any meeting by means of a conference telephone or similar communications equipment by means of which persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting. The Committee shall maintain written minutes of its meetings. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and the Board. The Secretary of the Company shall retain the original signed minutes for filing with the corporate records of the Company. Any person present at a meeting may be appointed by the Committee as Secretary to record the minutes. The Committee may adopt additional rules of procedure, but when a matter of procedure is not addressed by Committee rules, the procedure specified by the Company's Bylaws shall be followed. The Committee may also act by unanimous written consent as the Committee may decide.

6. In discharging its responsibilities, the Committee shall have sole authority to, as it deems appropriate in its sole discretion, select, retain and/or replace, as needed, compensation and benefits consultants and other outside advisors to provide independent advice to the Committee. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such adviser. In addition, the Committee shall have free access to Company personnel to provide data and advice in connection with the Committee's review of management compensation practices and policies.

### **Committee Authority, Responsibilities and Duties**

The Committee shall have the following authority, responsibilities and duties:

1. Assess the overall executive compensation structure of the Company, adopt a written statement of compensation philosophy and strategy, select an appropriate peer group, and periodically review executive compensation in relation to this peer group. Determine the forms and amount of executive compensation appropriate to achieve the Committee's strategic objectives, including salary, bonus, incentive or performance-based compensation, equity awards and other benefits. Review the compensation strategy at least annually to assure that it supports the Company's objectives and stockholders' interests and that executive officers are being rewarded in a manner that is consistent with the adopted strategy.

2. At least annually, review and approve corporate goals and objectives relating to the compensation of the Company's CEO and other executive officers under the Company's Incentive Compensation Plan, and evaluate the performance of the CEO and other executive officers in light of those goals and objectives. Based on this evaluation, make and annually review decisions regarding (i) salary; (ii) the extent to which any performance-based bonus award was earned; (iii) the bonus opportunity for the following year; (iv) long-term incentive opportunities for upcoming periods; and (v) any other matter relating to executive officer compensation that the Committee considers appropriate. In determining the CEO's compensation, the

Chairman of the Committee shall solicit comments from the other members of the Board and shall lead the Board in an overall review of the CEO's performance in an executive session of non-employee Board members. Final determinations regarding the performance and compensation of the CEO will be conducted in an executive session of the Committee and be reported by the Chairman of the Committee to the entire Board during an independent session of the Board.

3. Administer the Company's equity compensation plans (other than the Farmer Bros. Co. Employee Stock Ownership Plan which shall be administered by the ESOP Administrative Committee), including authority to approve grants of restricted stock, stock options, stock purchase rights and similar awards to individuals eligible to receive such grants under the Company's equity compensation plans, to approve the forms of agreement evidencing such grants, and to interpret and amend such agreements within the terms of the plans.

4. Review at least annually all equity-based compensation plans and arrangements, and the number of shares remaining available for issuance under those plans and arrangements, and make recommendations to the Board regarding the need to amend existing plans or adopt new ones for the purpose of implementing the Committee's strategy regarding long-term and equity-based compensation.

5. Administer, periodically review and approve significant changes to the Company's other long- and short-term incentive compensation plans for executive officers.

6. Review at least annually the form and amount of any perquisites paid or made available to the Company's executive officers and determine the appropriateness of the nature and extent of executive officers' use of such perquisites.

7. Review and approve the terms on which any compensation earned by or otherwise payable to executive officers may be deferred.

8. Review at least annually the Company's pension and retirement plans, including any supplemental executive retirement plans, with respect to the implications of those plans for the Committee's strategy regarding pension and retirement benefits for the Company's executive officers.

9. Review at least annually any change-of-control or severance arrangements with executive officers and determine or estimate the amounts that would be payable under those arrangements upon the occurrence of each triggering event. The Committee should recommend to the Board any amendments to the Company's change-of-control or severance arrangements that the Committee deems appropriate.

10. Review and approve all employment agreements proposed to be entered into between the Company and any executive officer and any proposed renewals thereof. Review at least annually any existing employment agreements with executive officers and recommend to the Board any amendments thereto that the Committee deems appropriate.

11. Oversee the preparation of a CD&A and a related compensation committee report for inclusion in the Company's annual proxy statement and Form 10-K, in accordance with SEC rules. Review and discuss the CD&A with management each year prior to preparing the Committee report and, based on such review and discussion, recommend to the Board whether the CD&A should be included in the Company's annual proxy statement and Form 10-K.
12. Oversee succession planning for senior management of the Company, including consultation on an ongoing basis with the CEO and the Board to remain abreast of management development activities, including a review of the performance and advancement potential of current and future senior management and succession plans for each.
13. Review and make recommendations to the Board with respect to the compensation of directors. No member of the Committee will act to fix his or her own compensation except for uniform compensation to directors for their services as a director.
14. Recommend policies to the Board regarding minimum retention and ownership levels of Company common stock by executive officers and directors.
15. Annually assess the risks associated with the Company's compensation practices, policies and programs applicable to employees to determine whether the risks arising from such practices, policies and programs are appropriate or reasonably likely to have a material adverse effect on the Company.
16. Review the description of the Committee's processes and procedures for the consideration and determination of executive and director compensation to be included in the Company's annual proxy statement, as well as any disclosure concerning stockholder advisory votes regarding executive compensation.
17. In connection with any stockholder advisory vote on the frequency with which the Company shall hold a stockholder advisory vote on the compensation of the Company's named executive officers (a "Say on Frequency Vote") pursuant to Section 14A of the Exchange Act ("Section 14A"), review and recommend to the Board any recommendation related to such Say on Frequency Vote to be provided to the Company's stockholders.
18. Review and recommend to the Board the frequency with which the Company should submit to the stockholders an advisory vote on the compensation of the Company's named executive officers pursuant to Section 14A. In making any such recommendation, the Committee shall take into account any prior Say on Frequency Vote.
19. Review the results of any stockholder advisory votes on the compensation of the Company's named executive officers and consider whether to make any adjustments to the Company's executive compensation policies and practices.



20. Adopt policies regarding the adjustment or recovery of incentive awards or payments if the performance measures upon which such incentive awards or payments were based are restated or otherwise adjusted in a manner that would reduce the size of an award or payment, consistent with Section 10D of the Exchange Act.

21. Review its own performance, at least annually, for purposes of self-evaluation and to encourage the continuing improvement of the Committee in the execution of its responsibilities.

22. Review and reassess this Charter's adequacy at least annually, propose changes to this Charter to the Board for its approval as necessary, and cause this Charter to be published in accordance with SEC regulations.

23. Engage, and pay the fees and expenses of consulting firms, independent counsel, advisors and experts deemed necessary, as determined by the Committee, to permit the Committee to perform its duties under this Charter. The fees and expenses of these consulting firms, independent counsel, advisors and experts shall be paid by the Company, and the Company shall provide all other funding necessary for the Committee to perform its functions and responsibilities.

24. Review the independence of all compensation advisers, before selecting, or receiving advice from, such advisers and at least once annually thereafter. In the course of its review, the Committee shall consider the six independence factors enumerated in Rule 10C-1(b)(4) of the Exchange Act. Following such consideration, the Committee shall be entitled to retain an adviser even if found not to be independent according to such factors.

25. Perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

### **Reporting Responsibilities**

The Committee shall report to the Board periodically or as required by the nature of its duties on its activities and shall make recommendations to the Board as the Committee decides are appropriate.