
**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

(I.R.S. Employer
Identification No.)

1912 Farmer Brothers Drive

Northlake, Texas
(Address of Principal Executive Offices)

76262

(Zip Code)

FARMER BROS. CO. AMENDED AND RESTATED 2017 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

**Deverl Maserang
President and Chief Executive Officer
Farmer Bros. Co.**

1912 Farmer Brothers Drive

Northlake, Texas 76262

(Name address of agent for service)

(682) 549-6600

(Telephone number, including area code, of agent for service)

With a Copy to:

**Jennifer H. Brown
General Counsel and Secretary
Farmer Bros. Co.**

1912 Farmer Brothers Drive

Northlake, Texas 76262

(682) 549-6600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

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	Amount of Registration Fee
Common Stock, \$1.00 par value per share	1,150,000 Shares	\$4.38	\$5,037,000.00	\$549.54

- (1) The Registrant has previously registered on Form S-8 1,407,695 shares of the Registrant’s Common Stock, \$1.00 par value per share (“**Common Stock**”), issuable under the Farmer Bros. Co. 2017 Long-Term Incentive Plan (the “**2017 Plan**”). At the Registrant’s annual meeting of stockholders, the stockholders of the Registrant approved the Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan (as so amended and restated, the “**Plan**”), which increased the shares reserved for issuance under the 2017 Plan by an additional 1,150,000 shares of Common Stock. The Registrant is now registering such additional 1,150,000 shares of Common Stock to be offered and issued under the Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “**Securities Act**”), this registration statement (this “**Registration Statement**”) shall also cover any additional shares of Common Stock which 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, reorganization, recapitalization, separation, partial or complete liquidation, stock dividend, stock split, reverse stock split, split up, spin-off or other distribution of stock or property of the Registrant, combination or exchange of shares, dividend in kind or other like change in capital structure.
- (2) The registration fee with respect to these shares of Common Stock has been computed in accordance with Rule 457(c) of the Securities Act, based upon the average of the reported high and low sale prices of the Common Stock on the NASDAQ Global Select Market on December 7, 2020.

Registration of Additional Securities

This Registration Statement on Form S-8 of Farmer Bros. Co. (the “**Registrant**”), a Delaware corporation, pertains to 1,150,000 shares of Common Stock, \$1.00 par value per share (“**Common Stock**”), which will be authorized for issuance under the Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan (the “**Plan**”). The Plan amended and restated the Farmer Bros. Co. 2017 Long-Term Incentive Plan, which was originally adopted in 2017 (the “**2017 Plan**”). In connection with the 2017 Plan, the Registrant has previously registered 1,407,695 shares of Common Stock on a Registration Statement on Form S-8, SEC File No. 333-218997 filed June 27, 2017.

Pursuant to General Instruction E of Form S-8, the contents of Form S-8, SEC File No. 333-218997 filed June 27, 2017 are incorporated by reference in this Registration Statement and made a part hereof.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents, which have been previously filed by the Registrant with the Commission, are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the year ended June 30, 2020, as filed with the Securities and Exchange Commission (the “**Commission**”) on September 11, 2020;
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarter ended September 30, 2020, as filed with the Commission on November 6, 2020;
- (c) The Registrant’s Current Report on [Form 8-K](#), as filed with the Commission on October 16, 2020;
- (d) The information specifically incorporated by reference in the Registrant’s Annual Report on Form 10-K for the year ended June 30, 2020 from the Registrant’s Proxy Statement on [Schedule 14A](#), as filed with the Commission on October 27, 2020; and
- (e) The description of the Registrant’s Common Stock contained in the Registration Statement on [Form 8-A](#) (File No. 000-01375) filed with the Commission on March 16, 2005, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) on or after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold at the time of such amendment, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Farmer Bros. Co. (filed as Exhibit 3.1 to the Registrant's Annual Report on Form 10-K filed with the Commission on September 11, 2019 and incorporated herein by reference).</u>
4.2	<u>Certificate of Amendment of Amended and Restated Certificate of Incorporation of Farmer Bros. Co. filed March 20, 2020. (filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020 filed with the Commission on May 8, 2020 and incorporated herein by reference).</u>
4.3	<u>Amended and Restated Bylaws (filed as Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2019 filed with the Commission on February 11, 2019 and incorporated herein by reference).</u>
4.4	<u>Amendment No. 1 to Amended and Restated Bylaws of Farmer Bros. Co. (filed as Exhibit 3.4 to the Registrant's Annual Report on Form 10-K filed with the Commission on September 11, 2020).</u>
5.1*	<u>Opinion of Latham & Watkins LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP.</u>
23.2*	<u>Consent of Latham & Watkins LLP (contained in Exhibit 5.1).</u>
24.1*	<u>Powers of Attorney (included on the signature page hereto).</u>
99.1	<u>Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan (incorporated by reference to the Registrant's Proxy Statement on Schedule 14A filed on October 27, 2020).</u>

*Filed herewith

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 Northlake, State of Texas on December 9, 2020.

FARMER BROS. CO.

By: /s/ Scott R. Drake

Scott R. Drake

Chief Financial Officer

(principal financial officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Deverl Maserang, Scott R. Drake and Jennifer H. Brown and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney shall be governed by and construed with the laws of the State of Delaware and applicable federal securities laws.

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

Signature	Capacity	Date
/s/ Deverl Maserang Deverl Maserang	President and Chief Executive Officer and Director (Principal Executive Officer)	December 9, 2020
/s/ Scott R. Drake Scott R. Drake	Chief Financial Officer (Principal Financial Officer)	December 9, 2020
/s/ Scott Lyon Scott Lyon	Vice President, Controller & Treasurer (Principal Accounting Officer)	December 9, 2020
/s/ Allison M. Boersma Allison M. Boersma	Director	December 9, 2020
/s/ Alfred Poe Alfred Poe	Director	December 9, 2020
/s/ Stacy Loretz-Congdon Stacy Loretz-Congdon	Director	December 9, 2020
/s/ Charles F. Marcy Charles F. Marcy	Director	December 9, 2020
/s/ Christopher P. Mottern Christopher P. Mottern	Director	December 9, 2020

FIRM / AFFILIATE OFFICES
Beijing Moscow
Boston Munich
Brussels New York
Century City Orange County
Chicago Paris
Dubai Riyadh
Düsseldorf San Diego
Frankfurt San Francisco
Hamburg Seoul
Hong Kong Shanghai
Houston Silicon Valley
London Singapore
Los Angeles Tokyo
Madrid Washington, D.C
Milan

December 9, 2020

Farmer Bros. Co.
1912 Farmer Brothers Drive
Northlake, Texas 76262Re: Registration Statement on Form S-8; 1,150,000 additional shares of Common Stock, \$1.00 par value per share, of Farmer Bros. Co.

Ladies and Gentlemen:

We have acted as special counsel to Farmer Bros. Co., a Delaware corporation (the “Company”), in connection with the proposed issuance of up to an additional 1,150,000 shares of common stock, \$1.00 par value per share (the “Shares”), to be issued pursuant to the Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan, as amended and restated to date (the “A&R 2017 Plan”). 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 December 9, 2020 (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 or related prospectus, 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 (the “DGCL”), 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 shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the holders and have been issued by the

Company for legal consideration not less than par value in the circumstances contemplated by the A&R 2017 Plan, assuming in each case that the individual grants or awards under the A&R 2017 Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the A&R 2017 Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), 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. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares in the DGCL.

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/ Latham & Watkins LLP

Exhibit 23.1

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 10, 2020, relating to the consolidated financial statements of Farmer Bros. Co. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended June 30, 2020.

/s/ Deloitte & Touche LLP
Dallas, Texas
December 9, 2020