

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

**SCHEDULE 13D
(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
§ 240.13d-2(a)

(Amendment No. 5)¹

Farmer Bros. Co.
(Name of Issuer)

Common Stock, par value \$1.00 per share
(Title of Class of Securities)

307675108
(CUSIP Number)

JAMES C. PAPPAS
JCP INVESTMENT MANAGEMENT, LLC
1177 West Loop South, Suite 1320
Houston, TX 77027
(713) 333-5540

RYAN NEBEL
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 6, 2024
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

1	NAME OF REPORTING PERSON JCP Investment Partnership, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 671,955
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 671,955
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 671,955	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2%*	
14	TYPE OF REPORTING PERSON PN	

* Percentage based on 21,074,434 Shares outstanding as of February 5, 2024, as disclosed in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 8, 2024.

1	NAME OF REPORTING PERSON JCP Investment Partners, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 671,955
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 671,955
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 671,955	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2%*	
14	TYPE OF REPORTING PERSON PN	

* Percentage based on 21,074,434 Shares outstanding as of February 5, 2024, as disclosed in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 8, 2024.

1	NAME OF REPORTING PERSON JCP Investment Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 671,955
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 671,955
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 671,955	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2%*	
14	TYPE OF REPORTING PERSON OO	

* Percentage based on 21,074,434 Shares outstanding as of February 5, 2024, as disclosed in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 8, 2024.

1	NAME OF REPORTING PERSON JCP Investment Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF, OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION TEXAS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 992,826
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 992,826
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 992,826	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7%*	
14	TYPE OF REPORTING PERSON OO	

* Percentage based on 21,074,434 Shares outstanding as of February 5, 2024, as disclosed in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 8, 2024.

1	NAME OF REPORTING PERSON James C. Pappas	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 992,826
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 992,826
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 992,826	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.7%*	
14	TYPE OF REPORTING PERSON IN	

* Percentage based on 21,074,434 Shares outstanding as of February 5, 2024, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on February 8, 2024.

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned (“Amendment No. 5”). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On March 6, 2024, the Reporting Persons and the 22NW Parties (as defined in Amendment No. 3 to the Schedule 13D) entered into an Amendment to Letter Agreement (the “Amendment to Letter Agreement”) with the Issuer. Pursuant to the Amendment to Letter Agreement, the parties to the Letter Agreement (as defined in Amendment No. 4 to the Schedule 13D) modified the Letter Agreement by deleting Section 2(ii) thereof in its entirety. Other than as modified thereby, the Letter Agreement will continue in effect and terminate in accordance with its terms.

The foregoing description of the Amendment to Letter Agreement does not purport to be complete and is qualified in its entirety by reference to the Amendment to Letter Agreement, which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5(e) is hereby amended and restated to read as follows:

As of February 8, 2024, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On March 6, 2024, the Reporting Persons, the 22NW Parties and the Issuer entered into the Amendment to Letter Agreement as defined and described in Item 4 above and attached as Exhibit 99.1 hereto.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Amendment to Letter Agreement, dated March 6, 2024.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 7, 2024

JCP Investment Partnership, LP

By: JCP Investment Management, LLC
Investment Manager

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

JCP Investment Partners, LP

By: JCP Investment Holdings, LLC
General Partner

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Sole Member

JCP Investment Holdings, LLC

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Sole Member

JCP Investment Management, LLC

By: /s/ James C. Pappas
Name: James C. Pappas
Title: Managing Member

/s/ James C. Pappas
James C. Pappas

March 6, 2024

JCP Investment Partnership, LP
1177 West Loop South, Suite 1320
Houston, TX 77027
Attn: James C. Pappas
Email: jcp@jcpinv.com

22NW, LP
590 1st Ave. S, Unit C1
Seattle, WA 98104
Attn: Aron R. English
Email: english@englishcap.com

Olshan Frome Wolosky LLP
1325 Avenue of the Americas
New York, NY 10019
Attn: Ryan Nebel
Rebecca Van Derlaske
Email: rnebel@olshanlaw.com
rvanderlaske@olshanlaw.com

Re: Amendment to Letter Agreement

Dear Messrs. Pappas and English:

Reference is hereby made to the letter agreement (the “letter agreement”), dated November 7, 2023, by and among Farmer Bros. Co. (the “Company”), JCP Investment Partnership, LP (collectively with JCP Investment Partners, LP, JCP Investment Holdings, LLC, JCP Investment Management, LLC and James C. Pappas, “JCP”), 22NW, LP (collectively with 22NW Fund, LP, 22NW Fund GP, LLC, 22NW GP, Inc., Aron R. English, “22NW”) and Bryson O. Hirai-Hadley. In accordance with Section 9 of the letter agreement, the parties to the letter agreement hereby modify the letter agreement by deleting Section 2(ii) thereof in its entirety. Other than as modified hereby, the letter agreement will continue in effect and terminate in accordance with its terms.

[Remainder of page intentionally left blank; signature pages follow.]

IN WITNESS WHEREOF, the undersigned has duly executed this amendment to the letter agreement as of the date first written above.

COMPANY:

FARMER BROS. CO.

By: /s/ John E. Moore, III
Name: John E. Moore, III
Title: Chief Executive Officer

Address for Notices to the Company:

Farmer Bros. Co.
1912 Farmer Brothers Drive
Northlake, TX 76262
Attn: General Counsel
Email: LegalDepartment@farmerbros.com

Signature Page to Amendment to Letter Agreement

IN WITNESS WHEREOF, the undersigned has duly executed this amendment to the letter agreement as of the date first written above.

JCP:

/s/ James C. Pappas

James C. Pappas, individually and on behalf of JCP Investment Partnership, LP, JCP Investment Partners, LP, JCP Investment Holdings, LLC and JCP Investment Management, LLC, in his appropriate capacity for each entity

Address for Notices to JCP:

1177 West Loop South, Suite 1320
Houston, TX 77027
Attn: James C. Pappas
Email: jcp@jcpinv.com

Signature Page to Amendment to Letter Agreement

IN WITNESS WHEREOF, the undersigned has duly executed this amendment to the letter agreement as of the date first written above.

22NW:

/s/ Aron R. English

Aron R. English, individually and on behalf of 22NW, LP, 22NW Fund, LP, 22NW Fund GP, LLC and 22NW GP, Inc., in his appropriate capacity for each entity

Address for Notices to 22NW:

590 1st Ave. S, Unit C1

Seattle, WA 98104

Attn: Aron R. English

Email: english@englishcap.com

Signature Page to Amendment to Letter Agreement

IN WITNESS WHEREOF, the undersigned has duly executed this amendment to the letter agreement as of the date first written above.

/s/ Bryson O. Hirai-Hadley

Bryson O. Hirai-Hadley

Signature Page to Amendment to Letter Agreement
