

**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): December 15, 2021

**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) (Zip Code)

**682 549-6600**  
(Registrant's Telephone Number, Including Area Code)

**None**  
(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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$1.00 par value	FARM	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

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 13(a) of the Exchange Act. ☐

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**Item 5.02. Departure of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As described below under Item 5.07 of this Current Report on Form 8-K, at the 2021 Annual Meeting of Stockholders of Farmer Bros. Co., a Delaware corporation (the “Company”), held on December 15, 2021 (the “Annual Meeting”), the Company’s stockholders approved an amendment (the “Plan Amendment”) to the Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan (the “Plan”), which Plan Amendment (i) increases the number of shares of common stock, par value \$1.00 per share (the “Common Stock”), available for grant under the Plan by 1,500,000 additional shares of Common Stock and (ii) allows the Company to utilize awards to attract and incentivize non-employee consultants.

A summary of the material terms of the Plan Amendment and the Plan is set forth on pages 51-60 of the Company’s [Definitive Proxy Statement on Schedule 14A](#), filed with the Securities and Exchange Commission (the “SEC”) on October 27, 2021, as amended by [Amendment No. 1](#) on November 12, 2021 (collectively, the “Proxy Statement”), and is incorporated herein by reference. The foregoing summary is qualified in its entirety by reference to the text of the Plan Amendment, a copy of which is filed hereto as Exhibit 10.1, and the full text of the Plan, filed as [Exhibit 10.73](#) to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2020 filed with the SEC on February 5, 2021, which are incorporated herein by reference.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the stockholders of the Company: (i) elected Allison Boersma, Stacy Loretz-Congdon, Alfred Poe, John Robinson and Waheed Zaman to serve as directors of the Company for a one-year term of office expiring at the Company’s 2022 Annual Meeting of Stockholders and until their successors are elected and duly qualified; (ii) approved the Plan Amendment; (iii) approved the amendment to the Amended and Restated Certificate of Incorporation, including an increase in the number of shares of Common Stock authorized for issuance (the “Certificate of Amendment”); (iv) ratified the selection of Deloitte & Touche LLP (“Deloitte”) as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2022; and (v) approved, on an advisory (non-binding) basis, the compensation paid to the Company’s named executive officers.

There were 18,081,234 shares of Common Stock entitled to 18,081,234 votes, and 14,700 shares of Series A Convertible Participating Cumulative Perpetual Preferred Stock, \$1.00 par value, entitled to 440,990 votes, for a total of 18,522,224 votes, outstanding and entitled to vote at the Annual Meeting, and a total of 15,209,289 votes (82.11%) were represented at the Annual Meeting.

Set forth below, with respect to each such proposal, are the number of votes cast for, against, withheld or number of abstentions and number of broker non-votes.

**Proposal No. 1** – To elect five directors to the Board of Directors of the Company for a one-year term of office expiring at the Company’s 2022 Annual Meeting of Stockholders and until their successors are elected and duly qualified:

DIRECTOR NOMINEE	FOR	WITHHOLD	BROKER NON-VOTES
Allison M. Boersma	10,256,166	2,746,383	2,206,740
Stacy Loretz-Congdon	10,575,623	2,426,926	2,206,740
Alfred Poe	10,256,137	2,746,411	2,206,740
John D. Robinson	10,577,607	2,424,941	2,206,740
Waheed Zaman	10,011,809	2,990,739	2,206,740

**Proposal No. 2** – To approve the Plan Amendment:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
8,491,195	3,797,129	714,225	2,206,740

**Proposal No. 3** – To approve the Certificate of Amendment:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
9,660,863	2,636,196	705,490	2,206,740

**Proposal No. 4** – To ratify the selection of Deloitte as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2022:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
14,197,842	304,509	706,937	0

**Proposal No. 5** – Advisory (non-binding) vote to approve the compensation paid to the Company’s named executive officers:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
7,015,620	4,120,935	1,865,994	2,206,740

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	<a href="#">Amendment to Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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**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: December 16, 2021

**FARMER BROS. CO.**

By:

/s/ Scott R. Drake

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**Scott R. Drake**  
**Chief Financial Officer**  
**(principal financial officer)**

**Amendment to  
Farmer Bros Co.  
Amended and Restated  
2017 Long-Term Incentive Plan**

This Amendment (this “**Amendment**”) to the Farmer Bros. Co. Amended and Restated 2017 Long-Term Incentive Plan (the “**Plan**”), is made and adopted by the Board of Directors (the “**Board**”) of Farmer Bros. Co., a Delaware corporation (the “**Company**”), effective as of the Effective Date (as defined below). All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan.

**RECITALS**

**WHEREAS**, the Company has previously adopted, and the Company’s stockholders have previously approved, the Plan;

**WHEREAS**, pursuant to Section 11.4 of the Plan, the Board or the Compensation Committee of the Board may amend the Plan at any time; provided that, to be effective, any such amendment to the Plan requiring stockholder approval to comply with Applicable Laws be approved by the Board and the Company’s stockholders;

**WHEREAS**, the Board considers it to be in the best interests of the Company and its stockholders to amend the Plan to: (i) expand the class of eligible persons to whom Awards may be granted; (ii) increase the Overall Share Limit under the Plan as set forth herein; and (iii) increase the number of Shares which may be issued pursuant to the exercise of Incentive Stock Options as set forth herein; and

**WHEREAS**, this Amendment shall become effective upon the approval of this Amendment by the Company’s stockholders (the date of such approval, the “**Effective Date**”).

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan is hereby amended as follows, effective as of the Effective Date:

**SECTION 1.  
AMENDMENT**

1. Article II of the Plan is hereby amended to add the following definition in appropriate alphabetical order, and, as applicable, reordering and renumbering the existing defined terms:

“**Consultant**” means any person, including any advisor, engaged by the Company or any of its subsidiaries to render services to such entity.”

2. Section 2.42 of the Plan is hereby deleted and replaced in its entirety with the following, with such amended Section accounting for appropriate alphabetization, reordering and renumbering:

“**Service Provider**” means an Employee, Consultant, or Director.”

3. Section 2.27 of the Plan is hereby deleted and replaced in its entirety with the following, with such amended Section accounting for appropriate alphabetization, reordering and renumbering:

“**Overall Share Limit**” means the sum of (i) 3,550,000 Shares (including Shares already issued under the Original Plan); and (ii) the number of Shares that are subject to Prior Plan Awards that become available for issuance under the Plan pursuant to Article 5.”

4. The first sentence of Paragraph (b) of Section 2.47 of the Plan is hereby deleted and replaced in its entirety with the following, with such amended Section accounting for appropriate alphabetization, reordering and renumbering:

“(b) As to an Employee or a Consultant, the time when the service relationship between a Participant and the Company or any Subsidiary is terminated for any reason, including, without limitation, a termination by resignation, discharge, death, disability or retirement; but excluding terminations where the Participant simultaneously commences or remains in employment or service as a consultant or director with the Company or any Subsidiary.”

5. Section 5.3 is hereby deleted and replaced in its entirety with the following:

“**Section 5.3 Incentive Stock Option Limitations.** Notwithstanding anything to the contrary herein, no more than 3,550,000 Shares (as adjusted to reflect any Equity Restructuring) may be issued pursuant to the exercise of Incentive Stock Options.”

**SECTION 2.**  
**Reference to and Effect on the Plan**

This Amendment shall be and is hereby incorporated into and forms a part of the Plan. The Plan, as amended hereby, and all other documents, instruments and agreements executed or delivered in connection therewith, shall remain in full force and effect, and are hereby ratified and confirmed.