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 4, 2014**

Farmer Bros. Co.

(Exact Name of Registrant as Specified in Charter)

Delaware	**001-34249**	**95-0725980**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) As noted in Item 5.07 below, at the 2014 Annual Meeting of Stockholders of Farmer Bros. Co. (the "Company"), a Delaware corporation, held on December 4, 2014 (the "Annual Meeting"), the Company's stockholders approved an amendment (the "Incentive Plan Amendment") to the Farmer Bros. Co. 2005 Incentive Compensation Plan, previously filed with the Securities and Exchange Commission ("SEC") on February 10, 2014 as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2013 and incorporated herein by reference, to set forth the performance-based requirements under Section 162(m) of the Internal Revenue Code and applicable Treasury Regulations. The Incentive Plan Amendment is effective as of July 1, 2014.

A brief description of the material terms of the Incentive Plan Amendment is set forth in the Company's Definitive Proxy Statement on Schedule 14A for the Annual Meeting, which was filed with the SEC on October 28, 2014 (the "Proxy Statement"), under the caption "Proposal No. 4 - Approval of Amendment to Farmer Bros. Co. 2005 Incentive Compensation Plan," and is incorporated herein by reference. That summary and the foregoing description of the Incentive Plan Amendment do not purport to be complete and are qualified in their entirety by reference to the Incentive Plan Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

At the Annual Meeting on December 4, 2014, the stockholders of the Company: (i) elected Hamideh Assadi and Guenter W. Berger to serve as Class II directors of the Company for a three-year term of office expiring at the 2017 Annual Meeting of Stockholders; (ii) ratified the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2015; (iii) approved, on an advisory basis, the Company's executive compensation; and (iv) approved the Incentive Plan Amendment. There were 16,593,539 shares of Common Stock entitled to vote at the Annual Meeting and a total of 16,033,247 shares of Common Stock (97%) were represented at the Annual Meeting.

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

1. Election of Directors:

Director Nominee	For	Withhold	Broker Non-Votes
Hamideh Assadi	14,284,704	280,843	1,467,700
Guenter W. Berger	12,219,748	2,345,799	1,467,700

2. Ratification of Independent Registered Public Accounting Firm:

For	Against	Abstain	Broker Non-Votes
15,794,769	146,886	91,592	0

3. Advisory Vote on Executive Compensation:

For	Against	Abstain	Broker Non-Votes
9,943,045	4,261,577	360,925	1,467,700

4. Approval of Incentive Plan Amendment:

For	Against	Abstain	Broker Non-Votes
14,168,139	311,804	85,604	1,467,700

Item 7.01 Regulation FD Disclosure.

At the Annual Meeting, Michael H. Keown, President and Chief Executive Officer, and Mark J. Nelson, Treasurer and Chief Financial Officer, addressed the attendees. An edited transcript of their remarks is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The transcript attached hereto as Exhibit 99.1 is being furnished pursuant to this Item 7.01 and shall not be deemed “filed” for 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, and it shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or under the Exchange Act, whether made before or after the date hereof, except as expressly set forth by specific reference in such filing to this Current Report on Form 8-K. The furnishing of the transcript is not intended to constitute a representation that such furnishing is required by Regulation FD or that the transcript includes material investor information that is not otherwise publicly available.

The Company cautions you that certain statements contained in the transcript attached hereto as Exhibit 99.1 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 expectations, assumptions, estimates and observations of future events at the time of the presentation 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 Form 10-K and Form 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 the 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 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, our ability to refinance or replace our existing credit facility upon its expiration, 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 factors described from time to time in our filings with the SEC.

Item 8.01 Other Events.

Expansion of Nominating Committee and Adoption of Amended and Restated Committee Charter

On December 4, 2014, the Board of Directors expanded the scope of authority and responsibilities of the Nominating Committee to include corporate governance, renamed the committee the “Nominating and Corporate Governance Committee,” and adopted the Amended and Restated Nominating and Corporate Governance Committee Charter, a copy of which is filed herewith as Exhibit 99.2, and incorporated herein by reference. The

Amended and Restated Nominating and Corporate Governance Committee Charter will be posted on the Company's website at www.farmerbros.com as soon as practicable.

Amendment to Director Compensation

In connection with the expansion of the scope of authority and responsibilities of the Nominating Committee, the Board amended the fiscal 2015 non-employee director compensation program to: (i) provide that the Chair of the Nominating and Corporate Governance Committee will receive an additional annual retainer of $7,500; and (ii) increase the fee for each meeting of the Nominating and Corporate Governance Committee from $2,000 to $2,500 per meeting, subject to the limitation on maximum meeting fees of $4,500 in the event more than one meeting (Board or committee) is held and attended on the same day.

Dividend Omission

On December 4, 2014, the Board voted to omit the payment of a quarterly dividend in the upcoming third quarter of fiscal 2015.

Executive Officers

On December 4, 2014, the Board appointed Guenter W. Berger as Chairman of the Board and appointed the following executive officers:

Name	Title
Michael H. Keown	President and Chief Executive Officer
Mark J. Nelson	Treasurer and Chief Financial Officer
Barry C. Fischetto	Senior Vice President of Operations
Thomas W. Mortensen	Senior Vice President of Route Sales
Thomas J. Mattei, Jr.	General Counsel
Teri L. Witteman	Secretary

Committee Appointments

On December 4, 2014, the Board appointed the following directors to its standing committees:

Committee	Members
Audit Committee	Hamideh Assadi, Randy E. Clark and Christopher P. Mottern (Chair)
Compensation Committee	Hamideh Assadi, Randy E. Clark, Jeanne Farmer Grossman (Chair) and Charles F. Marcy
Nominating and Corporate Governance Committee	Jeanne Farmer Grossman, Charles F. Marcy (Chair) and Christopher P. Mottern

All members of the Audit Committee meet the Nasdaq composition requirements, including the requirements regarding financial literacy and financial sophistication, and the Board has determined that each member is independent under the Nasdaq listing standards and the rules of the SEC regarding audit committee membership. The Board has determined that at least one member of the Audit Committee is an "audit committee financial expert" as defined in Item 407(d) of Regulation S-K under the Exchange Act. That person is Christopher P. Mottern, the Audit Committee Chairman. All members of the Compensation Committee meet the Nasdaq composition requirements.

Item 9.01 Financial Statements and Exhibits.

(d) ***Exhibits***

Exhibit No.	Description
10.1	Amendment to Farmer Bros. Co. 2005 Incentive Compensation Plan
99.1	Transcript of Remarks by Michael H. Keown, President and Chief Executive Officer, and Mark J. Nelson, Treasurer and Chief Financial Officer, at the 2014 Annual Meeting of Stockholders on December 4, 2014
99.2	Farmer Bros. Co. Amended and Restated Nominating and Corporate Governance Committee Charter adopted on December 4, 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: December 10, 2014

FARMER BROS. CO.

By: /s/ Mark J. Nelson

Name: Mark J. Nelson

Title: Treasurer and Chief Financial Officer

EXHIBIT INDEX

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Exhibit 10.1

AMENDMENT TO THE

FARMER BROS. CO.

2005 INCENTIVE COMPENSATION PLAN

(As Amended and Restated as of December 31, 2008)

(Effective as of July 1, 2014)

Purpose of the Amendment

The purpose of this Amendment (this “Amendment”) to the Farmer Bros. Co. 2005 Incentive Compensation Plan (the “Plan”) is to add a provision setting forth the performance-based compensation requirements under Section 162(m) of the Internal Revenue Code and applicable Treasury Regulations (“Section 162(m)”). The Amendment is effective as of July 1, 2014, subject to approval by the Company’s stockholders at the Company’s 2014 annual meeting of stockholders.

Amendment

The Plan is amended to add a new Section 6 as set forth below and to renumber the current Sections 6 through 12, and references thereto, accordingly. All capitalized terms not defined in this Amendment shall have the meanings set forth in the Plan.

“Section 6. Performed-Based Awards Under Section 162(m).

(a) Performance-Based Awards. Notwithstanding anything to the contrary in Section 5 or Section 7, to the extent the Committee intends that Awards satisfy the requirements for performance-based compensation under Section 162(m), the Committee shall, in writing, (i) designate one or more Covered Employees (as defined in Section 162(m)) to receive Awards satisfying the performance-based compensation requirements under Section 162(m), (ii) select the Performance Criteria applicable to the performance period, (iii) establish the Performance Goals, and amounts of such Awards, as applicable, which may be earned for such performance period, and (iv) specify the relationship between Performance Criteria and the Performance Goals and the amounts of such Awards, as applicable, to be earned by each Covered Employee for such performance period. Section 162(m) requires that the Committee establish each Covered Employee’s Performance Criteria, Performance Goals and target Award amount within the first 90 days of each performance period.

Following the completion of each performance period, the Committee shall certify in writing the extent to which Performance Goals for that performance period have been achieved and shall authorize the award of cash to the Covered Employee for whom the Performance Goals were established, in accordance with the terms of the applicable Award agreement. For any Award that the Committee intends to satisfy the requirements of Section 162(m), the Committee may not increase the amount payable with respect to any Award, but it may decrease or eliminate any such Award to any Covered Employee.

(b) Performance Criteria. The term “Performance Criteria” means the criteria, either individually, alternatively or in any combination, that the Committee selects for purposes of establishing the Performance Goal or Performance Goals for a Covered Employee for a performance period. For purposes of this Section 6, the Performance Criteria that will be used to establish Performance Goals are limited to the following (and modifications of the following): net sales or revenue; net income before tax and excluding gain or loss on sale of property, plant and equipment; cash flow (including, but not limited to, operating cash flow and free cash flow); total shareholder return; profitability; stock price; economic value added; profit margin (gross or net); asset turnover; sales growth (whether measured in pounds of coffee, number of accounts or otherwise); asset growth; return on investment; earnings or earnings per share; return on equity; return on assets; return on capital; cost of capital; gross income or operating income; market share; working capital; and/or cost reduction. The Performance Criteria may be measured either annually or cumulatively over a period of years, on an absolute basis or relative to a pre-established target, to previous period results or to a designated comparison group, in each case as specified by the Committee in the Award. The Committee shall, within the time prescribed by Section 162(m), define in an objective fashion the manner of calculating the Performance Criteria it selects to use for such performance period for such Covered Employee. In order for Awards to continue to qualify as performance-based compensation under Section 162(m), the Performance Criteria must be re-approved by the Company's stockholders no later than the first stockholder meeting that occurs in the fifth year following the year in which the Company's stockholders approved this Amendment.

(c) Performance Goals. The term "Performance Goals" means, for a performance period, the goals established in writing by the Committee for the performance period based upon the Performance Criteria. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of a division or other operational unit, or an individual. The Committee, in its discretion, may, within the time prescribed by Section 162(m), adjust or modify the calculation of Performance Goals for such performance period in order to prevent the dilution or enlargement of the rights of Covered Employees (i) in the event of, or in anticipation of, any unusual or extraordinary corporate item, transaction, event, or development, or (ii) in recognition of, or in anticipation of, any other unusual or nonrecurring events affecting the Company, or the financial statements of the Company, or in response to, or in anticipation of, changes in applicable laws, regulations, accounting principles, or business conditions.

(d) Compensation Committee. The Board shall ensure that each member of the Committee satisfies the "outside director" definition under Section 162(m).

(e) Limitation. No Covered Employee may receive Award payments during any Fiscal Year having an aggregate dollar amount in excess of $5,000,000."

Exhibit 99.1

Farmer Bros. Co.
Edited Transcript of Remarks From the
2014 Annual Stockholders' Meeting Held on December 4, 2014

Presented by

- Michael H. Keown; Farmer Bros. Co.; President, CEO
- Mark J. Nelson; Farmer Bros. Co.; Treasurer, CFO

PRESENTATION

Mark Nelson - ***Farmer Bros. Co. – Treasurer, CFO***

While the Inspector of Election is tabulating votes, I would now like to turn the meeting over to our President and CEO, Mike Keown.

Mike Keown - ***Farmer Bros. Co. - President, CEO***

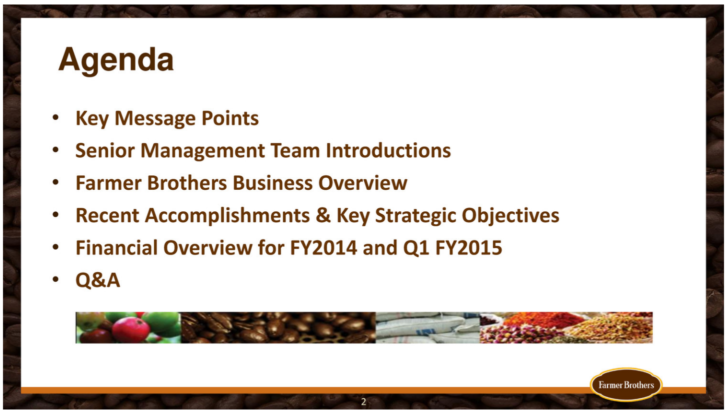
Good morning, everybody. Thank you. It's great to be here. I welcome you to the 2014 Annual Stockholders Meeting. This is my third stockholders meeting, and it is nice to see some familiar faces. For those I haven't had the chance to meet yet, my name is Mike Keown, and I'm the President and CEO.

Let me take a step back, if I could, and talk about what we are trying to accomplish in the next 30 to 45 minutes.

I see three objectives and they are the same three objectives we set out every year. First, we want to give you some insight into the financial issues and accomplishments of the Company and how the business is performing. That is always objective one.

Objective two is to give you a deeper dive into something of a strategic nature that is important to us as an organization. So, as an example, over the past couple of years, we’ve put the spotlight on the work that Jonathan Waite did in unifying the green coffee program across the Company. On another note, we talked about sustainability. We have also discussed how we manage performance and set objectives to build the human capital of the Company. For that today, I’ve asked Mark Nelson to share with you a bit of the work that he has done to build the financial team of the Company in terms of how we see costs, how we do internal audits, how we see our systems and processes work, etc. He’ll be reviewing that later in the presentation.

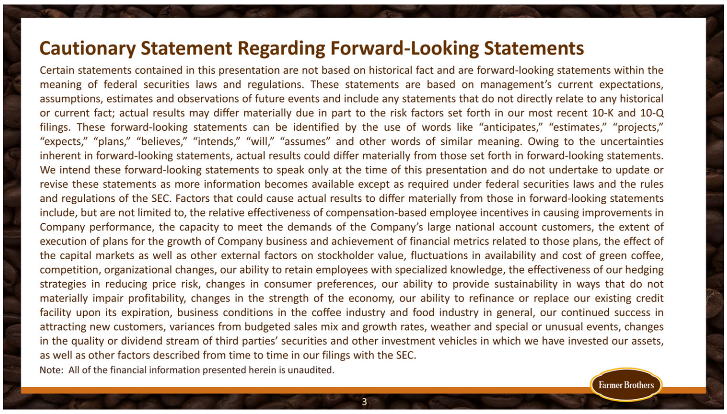
And then, of course, the third objective is to answer any questions that you may have. Those are the three objectives.



Here’s the agenda. I’m going to start with key message points—the summary points. Then, we are going to introduce the senior team to you. There are a few new faces and a few more “experienced” faces as well. We’ll talk about the business, what we do and how we do it; and of our accomplishments. Along the way, I will also share a few of the key areas where we’ve stubbed our toe because we want to be very transparent about where we’ve come up a little short, what we’ve learned, and how we plan to do better in the future.

Then, we’ll spend the balance of the meeting talking about the future in terms of where we are financially, and where we see ourselves going in terms of key strategic initiatives.

Before I begin, I want to give you an eye chart here regarding forward looking statements.

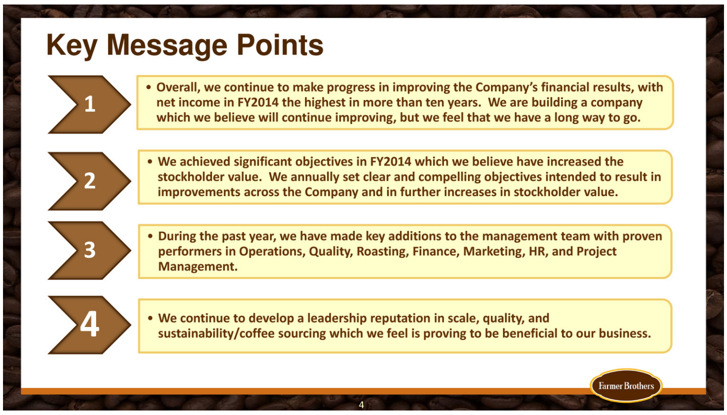


I'll just summarize it by saying, in the spirit of some of the Safe Harbor provisions and regulatory issues, you will hear comments today of a forward-looking nature. Those comments represent my perspectives and Mark's perspectives. We think they're grounded well in facts regarding the business, but at the same time, they only reflect those perspectives and should be taken with a note of caution.

For those who are analysts in the room, you know we don't give guidance. So please don't take any comments of that nature as providing guidance.

If you have any questions on this, this presentation will be on the website and we can certainly give you both this summary and additional summary, if you would like.

In terms of the key message points, a few highlights here...



Number one, the turnaround continues. In the last year, we returned to profitability for the first time in about a decade. We are proud of that. But we're not satisfied with it. I can assure you that the

Board's expectations, as well as our own expectations, are to continue advancing the Company from a financial standpoint. And we're making progress.

Secondly, when I look at the Company's performance, we set cascading objectives (that are approved by the Board) that start with me and go on down through the organization. If I had to scorecard it, I'd say we performed pretty well in general. We're achieving our objectives. We have a lot of opportunity to improve, but, at the same time, we are winning far more than we are losing.

Third, we've made some very nice additions to the management team, both in terms of internal promotions and some new faces I'll take you through in a moment. At the same time, we are staying very focused on being a streamlined organization while working to improve efficiency. We are continuing to make progress while we bring on new resources to help us achieve our strategic objectives.

Lastly, one area that I'm very excited about is how we are doing in areas like coffee sourcing and sustainability and so forth. I hope you have a chance to go online and look at our sustainability report. Under Sarah Beaubien's leadership, but really driven by the entire Company, we're making great progress in improving our environmental performance, which is important, both from a planet standpoint and company standpoint. I think this is enormously important because it attracts like-minded customers and helps control and reduce costs.


Experienced Senior Management Team

Name	Title	Prior Experience	
Mike Keown	President and Chief Executive Officer	WhiteWave	P&G
Mark Nelson	Treasurer and Chief Financial Officer	Newport	
Barry Fischetto	Senior Vice President of Operations	Millard Refrigerated Services	ConAgra Foods
Tom Mortensen	Senior Vice President of Route Sales	Farmer Brothers	
Scott Siers	Senior Vice President of National Account Sales	McLANE	PEPSICO
Gerard Bastiaanse	Vice President, Marketing	Dole	BR baskin robbins
Tom Mattei	Vice President, Corporate Counsel	weintraub tobin	LATHAM & WATKINS LLP
Pat Quiggle	Vice President, Human Resources		
Pieter Theron	Vice President, Planning and Development	P&G	pwc
Nannette Richardson	Senior Director/Business Strategy	BURGER KING	TACO BELL

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So, with that, let me talk a little bit about the senior team. I'll ask each one to stand up. You've already seen Mark and me up at the podium. We have a newcomer to the team, Barry Fischetto. Barry, please stand up. This is his day three. Welcome, Barry! Barry's got a very rich background that's grounded in blue chips, consumer packaged goods related to food. He has also done some entrepreneurial stints, so we believe that he has the right experience to guide our supply chain in the future.

At the same time, I want to take a moment to publicly acknowledge Jose Ramirez. He served in an interim capacity and did a fantastic job. So please help me welcome and thank Jose. Thank you. He came into a very dynamic circumstance, some would say challenging. And he's done a fantastic job shoring things up as Barry comes on board. So thank you, Jose!

Going from three days to considerably more time at the Company, Tom Mortensen. Where's Tom? Please stand. Tom, as many of you know, is the elder statesman of the senior team in many ways. He's our rudder because of his rich background in the Farmer Brothers culture. And, obviously, he has done a lot for the organization over an extended period of time.

Next, Scott Siers, please stand up. He runs our national account business. Scott, as you've heard before, comes to us from Pepsi and McLane and he has done a very nice job growing that business.

A newcomer — Gerard Bastiaanse — Please, stand up Gerard. Gerard runs our marketing organization. And while he has considerable skills in marketing in the aggregate, he also has some rich commodity experience globally working with Dole from sourcing to packaging, driving those products through different channels and so forth.

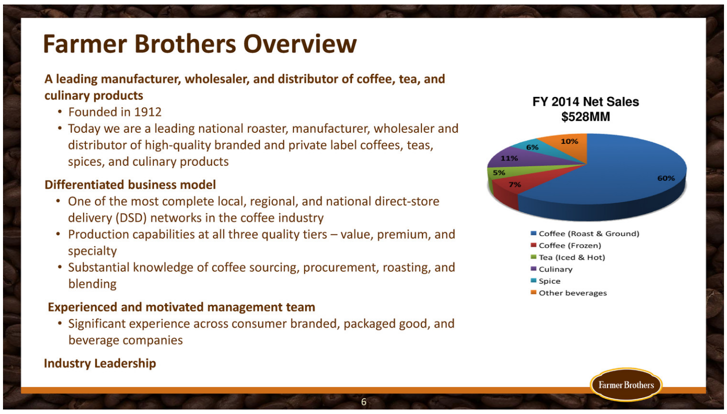
Tom Mattei —You have met Tom, our internal legal counsel. In addition, Tom heads our real estate and our risk management functions. Tom is also probably the most efficient part of our team with a staff of three, maybe four, very soon. They find a way to get things done very frugally.

Pat Quiggle couldn't be here. He runs our Human Resources organization.

Pieter Theron—Pieter, could you stand up? Pieter will be working very closely with a number of the leaders in several key areas. Pieter's background is from Proctor & Gamble where he worked in finance, the supply chain, M&A, as well as technology, and took that background into PWC. He was doing some consulting work for us and came in one day and said, "I don't want to be a consultant anymore," in simple terms. We are thrilled to have him.

And last, but not the least by any means, Nanette Richardson who's heading up our e-commerce initiative and several other initiatives, and was integral to the recent acquisition of Gourmet Cup in Florida which we announced recently.

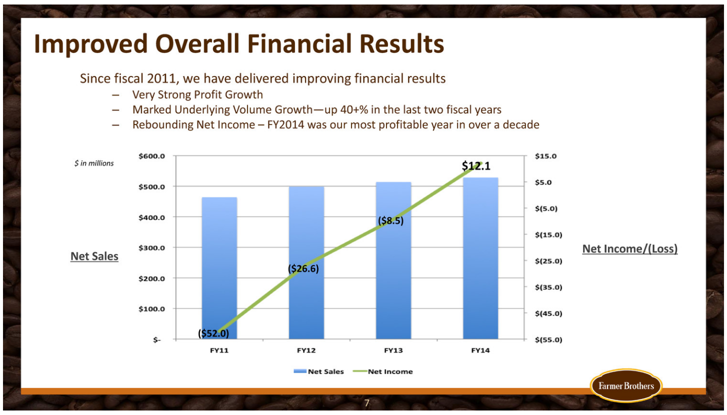
That's the senior team. I hope you get a chance to meet them. Also — are Rob Coleman and Brian Csehi here from the DSD group? We'll talk later about some of the great work they're doing. So, come on, let's give a round of applause for them. Thanks, guys!



Then we'll move on. For those who are new—we're over $0.5 billion in net sales. The pie chart shows you the key categories. For those who can't see it well from the back, it's primarily coffee, both roast and ground and liquid, and tea are the areas we major in. But we've got a considerable business in spice and some other items as well.

For those who don't know, we're just slightly over 100 years old. Our primary business model is DSD, or direct store delivery. That's where the individual trucks show up at a food service operator such as a restaurant or casino, service the equipment, sell coffee and other foodservice products. We also have a fast-growing national account business. But our bread and butter over most of the 100 years is our DSD business. And we think the national scope of that differentiates us from our competition.

In terms of our financial results, Mark will go into this in greater detail.

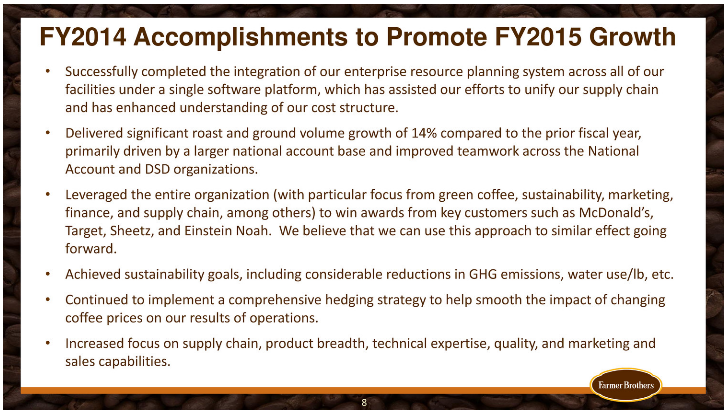


What you see here on the blue bar is our net sales. The green line is net income. In our fiscal year 2011, we lost approximately $52 million. Many of you lived through that era, and I've appreciated your perspective on what that time period was like. We've tried to learn from it. And then you can see we made progress to a considerably smaller loss; moved towards break-even; and then last year, we broke through and became profitable for the first time in about a decade!

Underlying this financial performance, there are a couple of key drivers. First is volume growth. Our volume is up roughly 47% in the last two years. It's up about 14% in the last year. To give you some perspective, food service coffee is up 45%, so we're growing well in excess of that. The food service industry is still a very challenging industry experiencing growth of 1% to 2%. So we're proud of these results, but we think there's considerable upside moving forward.

The second driver is some terrific work from the DSD group to grind down some poor practices. Under Tom Mortensen's leadership with Rob and Bryan, we've improved our machine management. We have also improved inventory and we have improved scrap—we've improved a whole host of things that have underlined this progress.

And then the last area that has helped is the continued focus on cost management.



Next, I want to just take a few moments and discuss some of the accomplishments over the last year or so because I think you will be proud of them. First and foremost, as many of you know, we continue the path of integration. You might recall in my first meeting I said we need to bring together what was "Coffee Bean International" and "Sara Lee DSD coffee" into the HQ structure in Torrance. We did that. The next step was aligning Green Coffee and National Account Sales in a whole host of other areas.

The next wave happened in technology this spring where we implemented J.D. Edwards across the entire organization. You might remember we had multiple ERP processes and tools. And under Mark Nelson and Bob Ing, we pressed the start button and it worked! It was tremendous and really gives us a tool to better see and understand our costs. Now, we've got to take the tool and maximize it.

I talked about our roast and ground volume. We expanded with several key customers. We added some others. And we've got to continue to drive that.

Third, we're continuing to learn how to work together across the organization to attract new business and better solidify ourselves with key customers. Although we can't take you all upstairs to where the awards are, we're really proud that we were noted by customers like McDonald's, Target, Sheetz and Einstein Noah for our work in sustainability, for innovation, for customer excellence, for shipment excellence, for high quality and so forth. It's a reflection on the entire management team and the people below them who are working together, I think, better. Though we need to do even better in the future.

We've already hit on sustainability so I won't go there. Mark will talk about hedging. So I'll leave that in the spirit of time.

I want to spend a minute as we talk about lowering costs and improving the supply chain, to highlight some of the quality improvements we've made as well over the year. We've brought in people to help us drive to new standards of quality and freshness. We've attracted master roasters from some of the most cutting edge coffee companies like Intelligentsia and others. And we're thrilled about that because moving forward we think it ensures that the Farmer Brothers' legacy of great coffee will continue.

Is David Pohl in the room? David has really been critical to bringing in talent as Jonathan Waite has as well.

So what does this mean for you? This is the stock price over the last two-and-a-half years or so as the management team came in. We started just a little bit south of $7. And you can see turnarounds aren't linear. There have been some ups and downs along the way. But we believe the combination of setting good objectives, executing against them, making sure that we're hitting our targets, both in terms of financials, but key measures as well as building the organization is going to be the key to the growth in shareholder value that we've experienced. But also what we expect in the future.

So before I hand it over to Mark, a little glimpse of the future. There are two or three areas that the management team is spending a lot of time on. The first is ensuring we're moving to a low cost producer without compromising customer service, quality and all those types of things.

So what does that mean? To compete in the long run, we need to ensure we're handling every aspect of cost better, whether that's planning, forecasting, sourcing, ensuring we have the right tools and equipment in the plants and in the field, ensuring we have the right technology in our trucks on our DSD routes to form a foundation to allow us to compete vigorously in the long run.

Next — and Scott's heard this many times — we need to attract more national customer business. The two go hand in hand. Having a good low-cost platform allows us to bid aggressively to win this business. And we've grown it pretty considerably. But we have a very small share of large restaurants, convenience stores and grocery stores. So there's plenty of upside in the future.

The third area is refining our direct store delivery model. What does that mean? I get a question — I'm sure I'll get it later —- DSD is a fundamentally high-cost model. And the question usually is —does it work? The answer is yes and no. By that I mean I can show you markets where we are performing extremely well. And how do we know that? The financials are strong. Customers — and we do customer surveys now — tell us we're providing great value. Usually you see a well-constructed team in an area or a market and then you look at other markets and it's not so good. And we need to find ways to ensure that we're providing value that customers will pay for.

I feel good that we're winning more than we're losing. But we need to continue to rethink that model. And if it's not working, find a way to make it work. Because, fundamentally, it can work. But we're not firing on all cylinders yet.

Hopefully, you've got a sense now of how the Company's performing—some of the things that are working and some of the areas that we're focused on moving forward.

I will take questions, and Mark will take questions, in just a moment. But before we do that, Mark Nelson will come up and give you a deeper dive into our financial capabilities and also our financial results. Thank you!

Mark Nelson: Thank you, Mike.

Mike alluded to the changes and the development of the accounting function and some of the capabilities within the accounting and financial reporting. What's very important to investors is the reliability, the accuracy, the robustness of an internal control structure and network. And so I've spent, what seems like many more than 18 months - but it's only been 18 months on - have been a number of things, including a deep dive into the financials.

When I first arrived, we found that we had to restate our previously issued financial statements and we went through that process. We came out the other side, I think, with a much deeper understanding of the accounting issues that affect this Company. In the process, we brought on a new auditor — a new audit firm. So we are very excited to have a fresh set of eyes through Deloitte take a look at our accounting, our practices, the way we assemble our financial statements. And I think they've done a great job.

Through the internalization of a resource that had been supporting us externally — Melanie Markwell — I think she's in the room with us here — was hired as Director of Internal Audit. She came on board through an external consulting group that we used for many years. She's helped to reshape the internal audit team, provide direction and really helped to tighten our controls on our processes so we're in compliance with Sarbanes Oxley and we have good accounting practices in place.

We worked to help rebuild the finance team with some key internal promotions. So I think — is Brent Hollingsworth in the room? He is Vice President and Assistant Treasurer. We brought on Rene Peth as Vice President and Corporate Controller. And I'm not sure if there's anybody else in the room that has been promoted from within. But we've added a number of folks to really build the team from the accounting perspective with internal and new external resources.

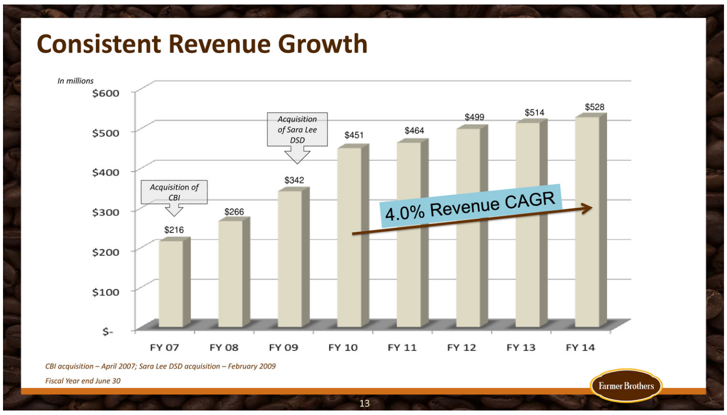
Our hedging program has involved a focus on and an understanding of what we do and why we hedge. We hedge a lot of coffee for our customers, for our national customers who are on a cost-plus basis and then we also hedge for our own DSD volume. That's more of a market priced model.
What's different from, say, 2011, where we saw a very rapid spike in coffee prices and we were unprepared because we simply weren't hedged out far enough, to just recently in the spring of this year where we saw another very rapid increase in coffee prices and we were hedged, which provided us ample time to react to the change in the commodity. Coffee is our biggest input for our material costs. And, as a result, its volatility can cause volatility in our earnings when the price of coffee goes up. We don't like it when we start to lose money.

So the hedging program that we're adhering to is quite prescribed and it's been effective. As you can see in our fiscal third quarter of last year when we experienced that very rapid price increase.

Along the way, the Board appointed a new Chair of the Audit Committee, Chris Mottern, who we introduced earlier. He has provided a lot of guidance for us to get through these changes and to ensure good governance and good adherence to accounting principles. So Chris has been a lot of help and provided a lot of insight in driving these changes.

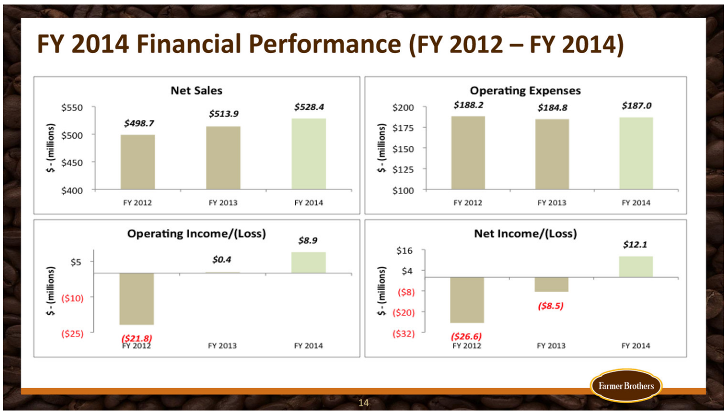
And we've also worked to enhance our Investor Relations to make sure that we are providing information to the market consistent with securities laws and regulations, and providing good communication to our stockholders. So that's been part of the changes.

A lot going on in finance and accounting and it's been a long and rewarding 18 months. It's been exciting.



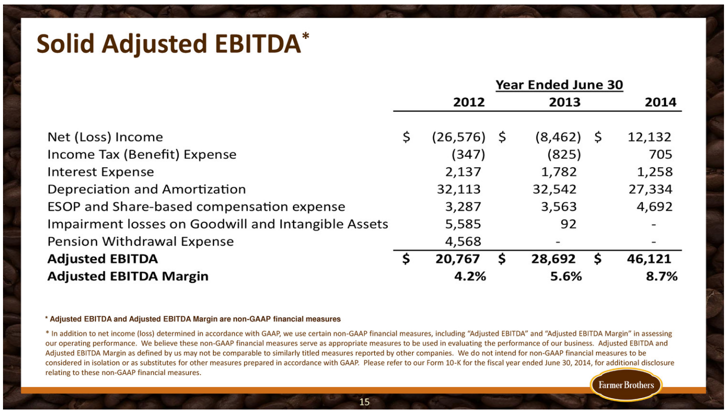
I'll just quickly touch on some of the financials. As you see in this chart, in 2007, the acquisition of Coffee Bean International brought with it the Portland roasting facility. And then the acquisition of the Sara Lee DSD coffee business in 2009 brought many of our east coast sites, as well as the Houston manufacturing facility. This set the baseline for the current business as we know it. Since then, we've grown from roughly $450 million in fiscal 2010 upwards to $528 million in the most recent fiscal year, which is a 4% compounded annual growth rate in net sales. But behind that is a much more rapid growth in the volume of coffee, as Mike mentioned. Just since 2012, it's been about a 45% growth in the volume of coffee that we've manufactured.

So it's pretty impressive. And what this leads to, as you can see on the next slide is profitability; that this growth in net sales, which you see in the top left quadrant, the continued



focus is on maintaining our operating expenses and trying to manage costs, which we've done quite well, has translated into is an improvement in operating income and also improvement in net income.

So that's the recipe — to grow sales and maintain or control costs. This translates into improved profitability. And there's so much more that goes on behind that, but that's the headline financials that you see as a result.


Solid Adjusted EBITDA*

	Year Ended June 30		
	2012	2013	2014
Net (Loss) Income	$ (26,576)	$ (8,462)	$ 12,132
Income Tax (Benefit) Expense	(347)	(825)	705
Interest Expense	2,137	1,782	1,258
Depreciation and Amortization	32,113	32,542	27,334
ESOP and Share-based compensation expense	3,287	3,563	4,692
Impairment losses on Goodwill and Intangible Assets	5,585	92	-
Pension Withdrawal Expense	4,568	-	-
Adjusted EBITDA	**$ 20,767**	**$ 28,692**	**$ 46,121**
Adjusted EBITDA Margin	**4.2%**	**5.6%**	**8.7%**

*** Adjusted EBITDA and Adjusted EBITDA Margin are non-GAAP financial measures**

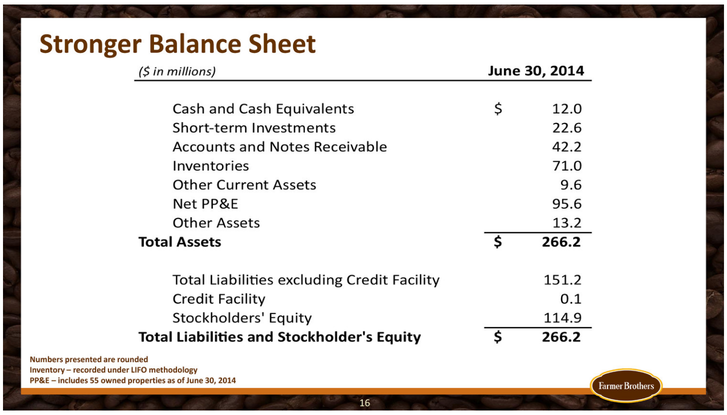
* In addition to net income (loss) determined in accordance with GAAP, we use certain non-GAAP financial measures, including "Adjusted EBITDA" and "Adjusted EBITDA Margin" in assessing our operating performance. We believe these non-GAAP financial measures serve as appropriate measures to be used in evaluating the performance of our business. Adjusted EBITDA and Adjusted EBITDA Margin as defined by us may not be comparable to similarly titled measures reported by other companies. We do not intend for non-GAAP financial measures to be considered in isolation or as substitutes for other measures prepared in accordance with GAAP. Please refer to our Form 10-K for the fiscal year ended June 30, 2014, for additional disclosure relating to these non-GAAP financial measures.

One other measure that we look at is a measure of cash flow. We call it Adjusted EBITDA. It is Adjusted EBITDA because you basically start at net income and then you add back non-cash related items like depreciation, share based compensation, both for our ESOP and our incentive programs, some non-cash goodwill impairment back a couple of years ago and pension withdrawal expense. But when you look at the performance - not just the growth in net income, but the growth in our cash generation—this allows us to look at areas for investment. Look at investing in things like our announced and yet-to-be closed acquisition of Gourmet Cup. Look at things like revitalizing the brewer program, investing in new equipment for our customers and looking at other opportunities.

So cash is what the end game is— to generate cash flow and to allow us to invest in the infrastructure and the growth opportunities for the business.

One thing I will also say is the only piece of guidance we've really given is a target Adjusted EBITDA margin number. And we were pleased with the fiscal 2014 8.7% Adjusted EBITDA as a percent of net sales. We believe that - and we've stated that a 10% Adjusted EBITDA margin is our goal. I can't characterize exactly how quickly we want to get there. It's as quick as we can. But that's really what we believe is a good goal to focus on, is the generation of cash within this business and driving this business to a 10% Adjusted EBITDA margin.

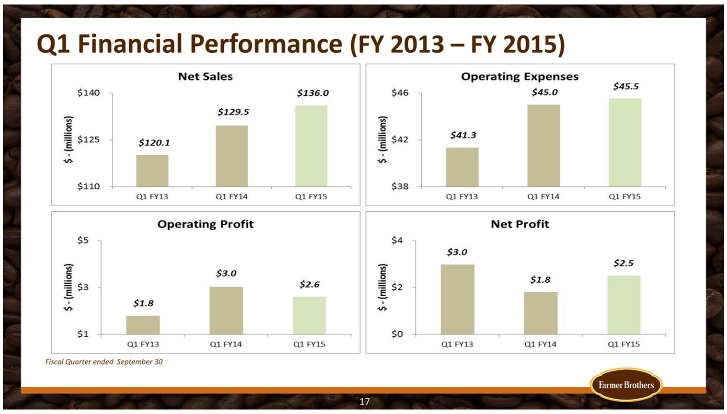
The balance sheet has also improved considerably as a result of the generation of cash and the improvement in the financials.



Most notably, you can see at the end of fiscal 2014, we had just about $100,000 borrowed on our credit facility. So from many quarters of being drawn, we were able to pay down that credit facility. And, as well, continue to generate cash. Between cash and short term investments, roughly, $35 million. And also maintain focus on the other assets.

So this is a much improved balance sheet. This is another area of attraction for investors. They like our balance sheet. It's a very strong and clean balance sheet.

And then, just a final chart.



Very quickly I'll talk about the first quarter. We saw growth in revenue over the prior year period. We characterize that growth as about a 5% revenue growth over the first quarter of fiscal 2014. There was underlying stronger volume growth behind that. We had about a 7% growth in the volume of our coffee produced in the quarter. And it still represents the growth that we've seen and the trajectory.

We continued to maintain a focus on controlling operating expenses. As a result, you can see the net income and the operating profit were very good, too.

Our fiscal first quarter is a prelude to our second quarter, which is traditionally our strongest seasonal quarter. So we were very pleased with the results. There have been many recent first quarters where we've lost money. But we improved our profitability here in the first quarter.

And so that concludes the prepared presentation. We can now transition into the question-and-answer section. And, at this time, the meeting will be open to any new business.


Farmer Brothers®
NASDAQ: FARM

Exhibit 99.2

FARMER BROS. CO.
AMENDED AND RESTATED NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(as adopted by the Board of Directors on December 4, 2014)

Purpose

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Farmer Bros. Co. (the “Company”) is established for the principal purposes of (i) monitoring the Company’s corporate governance structure; (ii) assisting the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with corporate governance; (iii) ensuring that the Board is appropriately constituted in order to meet its fiduciary obligations, including by identifying individuals qualified to become Board members and members of Board committees, recommending to the Board director nominees for the next annual meeting of stockholders or for appointment to vacancies on the Board, and recommending to the Board nominees for each committee of the Board; and (iv) leading the Board in its annual review of the Board’s performance. 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 directors who 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 Securities and Exchange Commission (“SEC”) and Nasdaq.

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. All directors who are not members of the Committee may attend and observe meetings of the Committee, may participate and provide input to the Committee in connection with identifying individuals qualified to become Board members and recommending to the Board director nominees for the next annual meeting of stockholders or for appointment to vacancies on the Board.

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 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 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.

Committee Authority, Responsibilities and Duties

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

1. Recommend to the Board and oversee the implementation and administration of the Company's corporate governance structure and framework.

2. Monitor compliance with the Corporate Governance Guidelines.

3. Review and reassess the adequacy of the Corporate Governance Guidelines and Company Bylaws and recommend changes, as necessary, to the Board for its approval.

4. Consider questions of possible conflicts of interest between Board members or management and the Company and its subsidiaries, and monitor all other activities of Board members or management that could interfere with such individuals' duties to the Company.

5. Oversee the annual performance evaluation process of the Board and Board committees (unless delegated to the respective chair of the committee), including conducting surveys of director observations, suggestions and preferences.

6. Monitor the independence (within the meaning of the Nasdaq listing requirements) of Board members.

7. Establish criteria, which shall be subject to the approval of the Board, for membership on the Board (including criteria for consideration of candidates recommended by the Company's stockholders).

8. Based on the qualifications set forth in the Corporate Governance Guidelines, identify qualified individuals for Board membership; recommend to the Board nominees to stand for election at the annual meeting of stockholders, including consideration of recommendations from stockholders; recommend to the Board director nominees to fill vacancies on the Board as any such vacancies shall arise.

9. Evaluate (including with respect to satisfaction of applicable independence requirements) qualifications for service on Board committees; recommend to the Board membership on Board committees (including chair) and nominees to fill vacancies on Board committees as any such vacancies shall arise.

10. Evaluate and recommend to the Board for its approval any changes regarding the composition, size, structure and practices of the Board and its committees, including consideration of the Board's leadership structure.

11. Make recommendations to the Board regarding director orientation and continuing education of directors.

12. 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.

13. Regularly report to the Board on the Committee's activities, recommendations and conclusions.

14. 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.

15. Engage, terminate the engagement of, and pay the fees and expenses of search firms, 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 search firms, consulting firms, 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.

16. 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.