

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): **March 12, 2018**

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)

888-998-2468
(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))

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. ☐

Item 7.01 Regulation FD Disclosure.

As of March 12, 2018, representatives of Farmer Bros. Co., a Delaware corporation (the “Company”), will begin making presentations using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.1 (the “Investor Presentation”). The Company expects to use the Investor Presentation, including on the Company’s website, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others. The information contained in the Investor Presentation is summary information that is intended to be considered in the context of the Company’s Securities and Exchange Commission (“SEC”) filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in the Investor Presentation, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

By filing this report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

As provided in General Instruction B.2. of Form 8-K, the information included in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the 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, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing. In addition, the exhibit furnished herewith contains statements intended as “forward-looking statements” that are subject to the cautionary statements about forward-looking statements set forth in such exhibit.

Use of Company Website to Distribute Material Company Information

The Company’s website address is www.farmerbros.com. The Company uses its website as a channel of distribution of important company information. Important information, including press releases and financial information regarding the Company, is routinely posted on and accessible on the Investor Relations subpage of the Company’s website, which is accessible by clicking on “Investor Relations” on the website home page. The Company also uses its website to expedite public access to time-critical information regarding the Company in advance of or in lieu of distributing a press release or a filing with the SEC disclosing the same information. Therefore, investors should look to the Investor Relations subpage of the Company’s website for important and time-critical information. Visitors to the Company’s website can also register to receive automatic e-mail notifications alerting them to new information made available on the Investor Relations subpage of the Company’s website.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Investor Presentation Slideshow in use beginning March 12, 2018.

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: March 12, 2018

FARMER BROS. CO.

By: /s/ David G. Robson

David G. Robson

Treasurer and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

99.1

[Investor Presentation Slideshow in use beginning March 12, 2018.](#)

A photograph of a modern building with large glass windows and a brick facade. The building has a prominent corner structure with a flat roof. The text is overlaid on the image.

UNDERSTANDING, LEADING BUILDING & WINNING IN THE BUSINESS OF COFFEE

FARMER BROTHERS

A woman with long dark hair is shown from the side, holding a green disposable coffee cup in her left hand and a smartphone in her right hand. She is looking down at the phone. The background is a blurred cafe interior with shelves and a window with white curtains. The text is overlaid on the left side of the image.

WE ARE A COFFEE COMPANY
DESIGNED TO DELIVER THE
COFFEE PEOPLE WANT,
THE WAY THEY WANT IT.

We have transformed from a
100-year-old coffee company to
a **growing and profitable**
forward-thinking industry leader,
championing coffee culture.

	2012 ¹	2017 ¹	CAGR ²
COFFEE VOLUME (In Pounds)	61,600,000	95,499,000	9.2%
REVENUE (In Millions)	\$498.7	\$541.5	1.7%
ADJUSTED EBITDA ³ (In Millions)	\$18.0	\$46.0	15.8%
STOCK PRICE ⁴	\$7.96	\$30.25	30.6%

NOTES

1. Fiscal year ending June 30.

2. Represents the compound annual growth rate over the entire period from June 30, 2012 to June 30, 2017.

3. Adjusted EBITDA is a non-GAAP financial measure; a reconciliation of this non-GAAP measure to its corresponding GAAP measure is included in the appendix.

4. As of the last day of the respective fiscal year.

FAP

POSITIONED TO **WIN AND GROW**

1

MORE COFFEE


2

BETTER COFFEE


3

NEW COFFEE

UNDERSTANDING THE BUSINESS OF COFFEE



The days of a
cup of joe in
the morning
are **over**.



The days of a
single-origin
pour-over
anytime,
everywhere
are **here**.

COFFEE IS A DYNAMIC CATEGORY
DRIVEN BY **INNOVATION** AND
CHANGING **CONSUMER DEMAND**



VOLUME

A **\$76B** industry with
forecasted growth of
3-5% between 2016-2021.



QUALITY

Specialty coffee currently
accounts for **25% of the**
market. It is growing
and commands a
high price point.



INNOVATION

Product, technology, and
experience innovation are
driving consumer demand.
Cold Brew and Nitro Coffee
didn't exist in a market
way just **three years** ago.

NOTE
Please see appendix for sources.

TRENDS IMPORTANT TO US **RIGHT NOW**

Sourcing

Sustainability and origin stories are influencing purchasing decisions.

Drinking

Coffee is now consumed across wider dayparts.

Product Innovation

Millennials and Gen Xers now prefer gourmet, specialty and espresso-based coffee and in different formats.

NOTE
Please see appendix for sources.

TRENDS IMPORTANT TO **OUR FUTURE**

Sourcing

100% sustainably sourced coffee will be expected.

Drinking

Understanding of the health benefits of coffee will continue to expand.

Product Innovation

Cold and frozen-format coffee is forecasted to grow 12.5% between 2016-2021.

COFFEE IS A **MULTISTAGE** BUSINESS



FARMER BROTHERS IS A
LEADER IN EACH STAGE

DELIVERED IN **MANY** DIFFERENT WAY.

TO MARKET	DISTRIBUTION	FARMER BROTHERS
E-COMMERCE	Fast-growing delivery channel	Small delivery channel in its infancy
DIRECT SHIP	Servicing large sophisticated customers where marketing, innovation and sustainability are key	Poised for growth following recent investments
THIRD-PARTY DISTRIBUTION	Coffee is growing in importance for distributors	New channel for Farmer Brothers exploring partnerships
DIRECT STORE DELIVERY (DSD)	Independent operators requiring high-touch service	Established national footprint undergoing modernization

MARKET SHARE OVERVIEW

By revenue, Farmer Brothers accounts for less than 1% of the U.S. coffee market

MARKET CONSOLIDATION IS UNDERWAY

"Significant consolidation lies ahead in the coffee industry"

- James Watson, Rabo

NOTE
Please see appendix for sources.

FAR

COFFEE ROASTERS WE COMPETE AGAINST



NOTE
Company logos not owned by Farmer Brothers.

LEADING IN THE BUSINESS OF COFFEE

LEADING



We are
experts in
coffee...



...in **all** facets
of coffee.

FAR

INDUSTRY-LEADING EXPERTIS

Sourcing

Sourcing in 28 countries, including six with direct trade relationships, efficiently delivering coffee across all quality levels

Hedging

Industry-leading hedging program, and advisor to large sophisticated customers

Roasting

Experienced team of 10 highly-skilled, certified roasters with operations in three SQF-certified roasting facilities

Direct ship

Trusted partnerships with recognized global and national brands

Turnk

Deep as to p includ eq sup s

PURPOSEFUL LEADERSHIP

Industry

Founding member of
World Coffee Research

Ethical Sourcing

Longstanding direct
trade relationships and
innovative partnerships

Sustainability

Award-winning
sustainability program
with science-based
reduction goals

Eliminating Waste

Driving
zero-waste
in roasting and
distribution


BUILDING IN THE BUSINESS OF COFFEE

FAR

BUILDING

A man with short brown hair and a beard is sitting at a wooden table in a cafe, drinking from a white cup. He is looking directly at the camera. The background shows a window with a view of a street and some buildings. A small white plate with a spoon is on the table in front of him.

We are **built**
for **growth...**

A close-up shot of a white cup filled with a latte. The coffee has a golden-brown foam with a white heart-shaped latte art design. In the background, there is a plate of food with pasta, chicken, and broccoli.

...and **prepared**
for **change.**

FAR

Farmer Brothers' transformation and modernization journey

Capacity
& Roasting

Portfolio

Customers

Commerce

Logistics

C

BUILDING

CAPACITY & ROASTING

THEN

Three facilities with limited ability to meet the changing needs of coffee consumers

NOW

Three facilities, including our new flagship Safe Quality Foods-Certified, Zero-Waste facility, with total potential capacity across the system of 200+ million lbs. of coffee per year

NEXT

Ramp up production at flagship facility beginning FY2019

FAR

PORTFOLIO

THEN

Primarily traditional coffee products with limited premium products

NOW

Full and focused portfolio with growth in premium and specialty categories along with a presence in select adjacent beverage categories

NEXT

Greater traction for premium specialty brands and high-growth innovative segments



THEN

Customer profile heavily weighted towards offices, truck stops and restaurants demanding traditional quality coffee

NOW

Profitable legacy customers demanding premium coffee

Partnerships with sophisticated global and national brands

NEXT

Deliver increased ROI and p through winning large custo and opportunistic M&A

COMMERCE

THEN

Legacy local sales network with limited focus on national relationships

NOW

Realigned professional, national account sales operation

NEXT

Drive sales growth through and third-party distributors

Modernize DSD sales capab

BUILDING



THEN

Owned fleet of long-haul and delivery trucks moving product along the network one step at a time

NOW

Outsourced long-haul to 3PL and implemented fleet management for a more efficient distribution network

NEXT

Deliver efficiency through

ORGANIZATION

THEN

Legacy management steeped in traditional coffee business

NOW

Experienced senior leadership team
In-house sustainability and M&A expertise
Infused culture with vibrant talent resulting from move of headquarters

NEXT

Optimize M&A integration across all functional teams
Elevate E-commerce talent

WINNING IN THE BUSINESS OF COFFEE

WINNING

We are positioned to
WIN AND GROW.

FAR

1

MORE COFFEE

Win more large, national accounts

Expand E-commerce and third-party distribution delivery channels

Maximize DSD Growth

Employ opportunistic M&A to deliver aligned brands, customers and innovation

2

BETTER COFFEE

Leverage market shift to premium and specialty coffee

3

NEW COFFEE

Expand trend-relevant portfolio to meet needs (e.g., Cold Brew, Shelf-stable, Frozen)

Consistent investment in state-of-the-art equipment for customers to deliver on trends

APPENDIX

	2012 ¹	2013 ¹	2014 ¹	2015 ¹	2016 ¹
REVENUE (In Thousands)	\$498,701	\$513,869	\$528,280	\$545,882	\$544,382
MARGIN	33.4%	36.0%	37.1%	36.1%	38.3%
ADJUSTED EBITDA ² (In Thousands)	\$17,950	\$22,599	\$40,400	\$41,268	\$41,386
COFFEE VOLUME (Pounds In Thousands)	61,600	76,000	87,000	87,685	90,669
COFFEE VOLUME GROWTH	(2.7%)	23.4%	14.5%	0.8%	3.4%

NOTE

1. Fiscal year ending June 30.

2. Adjusted EBITDA is a non-GAAP financial measure; a reconciliation of this non-GAAP measure to its corresponding GAAP measure is included in the appendix.

RECONCILIATION OF ADJUSTED EBITDA TO GAAP

	YEAR ENDED JUNE 30				
(IN THOUSANDS)	2012	2013	2014	2015	2016
NET INCOME (LOSS), AS REPORTED	\$(26,576)	\$(8,462)	\$12,132	\$652	\$89,918
INCOME TAX EXPENSE (BENEFIT)	(347)	(825)	705	402	(79,997)
INTEREST EXPENSE	2,137	1,782	1,258	769	425
INCOME FROM SHORT-TERM INVESTMENTS	(2,549)	(1,626)	(1,907)	(1,251)	(2,204)
DEPRECIATION AND AMORTIZATION EXPENSE	32,113	32,542	27,334	24,179	20,774
ESOP AND SHARE-BASED COMPENSATION EXPENSE	3,287	3,563	4,692	5,691	4,342
RESTRUCTURING AND OTHER TRANSITION EXPENSES	-	-	-	10,432	16,533
NET GAIN FROM SALE OF TORRANCE FACILITY	-	-	-	-	-
NET GAINS FROM SALE OF SPICE ASSETS	-	-	-	-	(5,603)
NET (GAINS) LOSSES FROM SALES OF OTHER ASSETS	(268)	(4,467)	(3,814)	394	(2,802)
NON-RECURRING PROXY CONTEST-RELATED EXPENSES	-	-	-	-	-
IMPAIRMENT LOSSES ON GOODWILL AND INTANGIBLE ASSETS	5,585	92	-	-	-
PENSION WITHDRAWAL EXPENSE	4,568	-	-	-	-
ACQUISITION AND INTEGRATION COSTS ¹	-	-	-	-	-
ADJUSTED EBITDA	\$17,950	\$22,599	\$40,400	\$41,268	\$41,386
ADJUSTED EBITDA MARGIN	3.6%	4.4%	7.6%	7.6%	7.6%

NOTE

1. Beginning in fiscal 2017, we modified the calculation of Adjusted EBITDA and Adjusted EBITDA Margin to exclude acquisition and integration costs. We have not adjusted the historical presentation of Adjusted EBITDA and Adjusted EBITDA Margin because acquisition and integration costs in prior periods were not material to the Company's results of operations.

SOURCES

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Industry Volume & Growth
Technomic AFH Beverage Study 2016 RSE, 2014-2016 CAGR

Specialty Coffee Growth
Nielsen XAOC latest 52 weeks WE 1/27/18

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Cold & Frozen Format Growth
NCA: National Coffee Drinking Trends 2017; Technomic AFH Beverage Study 2016 RSE, 2014-2016; Doing well by doing good (Nielsen) 2014

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Market Consolidation
James Watson, Coffee Consolidation Accelerates (2017), Rabobank, available at https://research.rabobank.com/far-sectors/beverages/Coffee_Consolidation-Accelerates.html

FORWARD-LOOKING STATEMEN

Certain statements contained in this presentation 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 current expectations, assumptions, estimates and observations of future events and include any statements that do not directly relate to historical or current fact; actual results may differ materially due in part to the risk factors set forth in our most recent 10-K 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 uncertainty 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 this presentation and do not undertake to update or revise these statements as more information becomes available except as required under federal securities laws 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 Company's success in consummating acquisitions and integrating acquired businesses, the adequacy and availability of capital resources to fund the Company's existing and planned business operations, the Company's capital expenditure requirements, the relative effectiveness of compensation-based employee incentive programs, improvements in Company performance, the capacity to meet the demands of our large national account customers, the successful execution of plans for the growth of Company business and achievement of financial metrics related to those plans, the Company's ability of execution of plans for the growth of Company business and achievement of financial metrics related to those plans, the Company's ability to retain and/or attract qualified employees, the success of the Company's adaptation to technological changes, e-commerce channels, the effect of the capital markets as well as other external factors on stockholder value, fluctuations in the availability and cost of green coffee, competition, organizational changes, the effectiveness of our hedging strategies, foreign currency price risk, changes in consumer preferences, our ability to provide sustainability in ways that do not materially impact our business, changes in the strength of the economy, business conditions in the coffee industry and food industry in general, our success in attracting new customers, variances from budgeted sales mix and growth rates, weather and special or unusual events, as well as other risks described in this presentation and other factors described from time to time in our filings with the SEC.



