

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|--|-----------|
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|---|---|---|
| 1. Name and Address of Reporting Person* <u>COFFMAN MATTHEW</u> (Last) (First) (Middle) <u>1912 FARMER BROTHERS DRIVE</u> (Street) <u>NORTHLAKE TX 76262</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>FARMER BROTHERS CO [FARM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Principal Accounting Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/13/2023</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

Rule 10b5-1(c) Transaction Indication
☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/13/2023 | | A | | 50,000 ⁽¹⁾ | A | \$0 | 65,127 | D | |
| Common Stock | | | | | | | | 4,392.206 | I | Held in Company's 401(k) Plan |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Cash-Settled Restricted Stock Units | (2) | 11/13/2023 | | A | | 40,000 ⁽²⁾ | | (2) | (2) | Common Stock | 40,000 | \$0 | 45,208 | D | |

Explanation of Responses:

1. Represents a grant of restricted stock units ("RSUs") under the Farmer Bros. Co. 2017 Long-Term Incentive Plan (the "Plan"), which were granted effective November 13, 2023 ("Grant Date"). The RSUs will vest in three equal installments on each of the first three anniversaries of the Grant Date, beginning on November 13, 2024, and will settle in common stock upon vesting, subject to the reporting person's continued service to the Company and the acceleration provisions of the Plan and RSU grant agreement.

2. Represents a grant of cash based restricted stock units ("CRSUs") under the Farmer Bros. Co. 2017 Long-Term Incentive Plan (the "Plan"), which were granted on November 13, 2023 ("Grant Date"). The CRSUs will vest in three equal annual installments on each of the first three anniversaries of the Grant Date, beginning on November 13, 2024, and will settle solely in cash upon vesting. Vesting is subject to the reporting person's continued service to the Company and the provisions of the Plan and CRSU grant agreement. Each CRSU is the economic equivalent of one share of common stock of the Company.

Remarks:

/s/ Jared Vitemb, Attorney-in-fact for Matthew Coffman
** Signature of Reporting Person

11/14/2023
Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.