

FARMER BROTHERS CO  
Form 8-K  
May 31, 2013

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): May 29, 2013

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.)

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 8.01 Other Events.

Committee Charter

On May 29, 2013, the Board of Directors of Farmer Bros. Co., a Delaware Corporation (the “Company”), upon recommendation of the Audit Committee, amended and restated the Audit Committee Charter, a copy of which is filed herewith as Exhibit 99.1 and is incorporated herein by reference. The Audit Committee Charter will be posted on the Company's website at [www.farmerbros.com](http://www.farmerbros.com) as soon as practicable.

Omission of Quarterly Dividend

On May 29, 2013, the Board of Directors voted to omit the payment of a quarterly dividend in the upcoming first quarter of fiscal 2014.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Amended and Restated Audit Committee Charter adopted as of May 29, 2013 |

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: May 31, 2013

FARMER BROS. CO.

By: /s/ Mark J. Nelson  
Mark J. Nelson  
Treasurer and Chief Financial Officer

---

EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Amended and Restated Audit Committee Charter adopted as of May 29, 2013 |