

FARMER BROTHERS CO  
Form 8-K  
September 28, 2012  
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): September 24, 2012

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

(e) On September 24, 2012, the Compensation Committee of Farmer Bros. Co., a Delaware corporation (the “Company”), established fiscal 2013 target incentive compensation awards under the Farmer Bros. Co. 2005 Incentive Compensation Plan (the “Incentive Plan”) for the Company’s executive officers shown in the table below as a percentage of base salary. The target incentive percentages result in target bonus dollar amounts, which are also shown in the table below.

Name	Title	Fiscal 2013 Target Award(1)	Percent of Fiscal 2013 Base Salary
Michael H. Keown(2)	President and Chief Executive Officer	\$475,000	100%
Jeffrey A. Wahba	Treasurer and Chief Financial Officer	\$180,125	55%
Mark A. Harding	Senior Vice President of Operations	\$128,250	50%
Thomas W. Mortensen	Senior Vice President of Route Sales	\$128,250	50%
Hortensia R. Gómez	Vice President, Controller and Assistant Treasurer	\$60,000	30%

Dollar amounts shown will change if base salary changes during fiscal 2013. The fiscal 2013 target award shown (1) for Mr. Wahba reflects the change in his base salary from \$350,000 per annum to \$305,000 per annum on January 1, 2013 pursuant to the terms of his employment agreement with the Company.

As previously disclosed in the Company’s Current Report on Form 8-K filed with the SEC on March 13, 2012, (2) pursuant to the terms of his employment agreement with the Company, Mr. Keown is entitled to a guaranteed bonus for fiscal 2013 equal to one-third (1/3) of his target award.

The Compensation Committee determined that for purposes of fiscal 2013 bonus determinations under the Incentive Plan, the Company’s financial performance will be gauged by the level of achievement of operating cash flow as determined from the Company’s audited financial statements. “Operating cash flow” is defined as income from operations after executive bonus accruals, excluding non-recurring items such as income from the sale of capital assets, severance paid or payable to terminated employees, interest expense, depreciation and amortization, pension related expense and ESOP compensation expense. Subject to the Committee’s discretion under the Incentive Plan, threshold operating cash flow of \$26.5 million must be achieved in fiscal 2013 to earn any bonus payout under the Incentive Plan. Assuming this threshold is reached, a percentage of achievement ranging from 90% for operating cash flow of \$26.5 million to 150% for operating cash flow of \$44.1 million or more will be assigned in proportion to the level of operating cash flow achieved. The Compensation Committee also assigned individual goals for fiscal 2013 to each of the executive officers shown in the table above.

At the end of the fiscal year, bonus awards will be determined primarily by measuring the Company’s financial performance and the executive officer’s achievement of individual goals. The method for calculating bonus awards is set forth in the form of target award notification letter under the Incentive Plan for fiscal 2013 filed herewith as Exhibit 10.1 and incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Form of Target Award Notification Letter (Fiscal 2013) under Farmer Bros. Co. 2005 Incentive Compensation Plan*

\* Management contract or compensatory plan or arrangement.

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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: September 28, 2012

FARMER BROS. CO.

By: /s/ Jeffrey A. Wahba  
Jeffrey A. Wahba  
Treasurer and Chief Financial Officer

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EXHIBIT INDEX

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