

FARMER BROTHERS CO
Form 8-K
June 07, 2016

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): June 1, 2016
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.) |

13601 North Freeway, Suite 200, Fort Worth, TX 76177
(Address of Principal Executive Offices)

888-998-2468
(Registrant's telephone number, including area code)

20333 South Normandie Avenue, Torrance, California 90502
(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 1.01. Entry into a Material Definitive Agreement.

Sale of Former Corporate Headquarters

On June 1, 2016, Farmer Bros. Co., a Delaware corporation (the "Company"), and Bridge Acquisition, LLC, a Delaware limited liability company (the "Buyer"), entered into a First Amendment to Agreement of Purchase and Sale and Joint Escrow Instructions (the "First Amendment"), pursuant to which the parties amended that certain Agreement of Purchase and Sale and Joint Escrow Instructions dated April 8, 2016, relating to the sale of the Company's former headquarters located at 20333 S. Normandie Avenue, Torrance, CA 90502, to extend the closing date to one of the following dates: July 8, 12, 13, 14 or 15, 2016 (as designated by the Buyer). If the Buyer does not designate a date, the closing date will be July 15, 2016. The foregoing summary does not purport to be complete and is subject to, and qualified in its entirety by reference to the full text of the First Amendment which the Company intends to file as an exhibit to its Annual Report on Form 10-K for the fiscal year ending June 30, 2016.

Forward-Looking Statements

Certain statements contained in this report, including the expected sale of the Company's former headquarters, and the expected proceeds from the sale, 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 any historical or current fact. These forward-looking statements can be identified by the use of words like "anticipates," "estimates," "projects," "expects," "plans," "believes," "intends," "will," "could," "assumes" and other words of similar meaning. Due to the uncertainties inherent in forward-looking statements, actual results could differ materially from those set forth in forward-looking statements. The Company intends these forward-looking statements to speak only at the time of this report and does 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 Securities and Exchange Commission ("SEC"). Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, the timing and success of completion of the sale; the risk that a condition to closing the proposed transaction may not be satisfied; the diversion of management time on transaction-related issues; weather and special or unusual events, as well as, other risks described in this report and other factors described from time to time in the Company's filings with the SEC.

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: June 7, 2016

FARMER BROS. CO.

By: /s/ Isaac N. Johnston, Jr.

Isaac N. Johnston, Jr.

Treasurer and Chief Financial Officer