

FARMER BROTHERS CO
Form PREC14A
October 17, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

FARMER BROS. CO.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- (4) Proposed maximum aggregate value of transaction:

- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:

- (2) Form, Schedule or Registration Statement No.:

- (3) Filing Party:

- (4) Date Filed:

Table of Contents

Dear Fellow Stockholder:

You are cordially invited to attend the 2016 Annual Meeting of Stockholders of Farmer Bros. Co. (the Company), which will be held at the Marriott Hotel & Golf Club at Champions Circle, 3300 Championship Parkway, Fort Worth, Texas 76177, on Thursday, December 8, 2016, at 10:00 a.m., Central Standard Time. The formal Notice of Annual Meeting of Stockholders and Proxy Statement, which are contained in the following pages, outline the actions that will, or may, if properly presented, be taken by the stockholders at the meeting. You should also have received a **GOLD** proxy card or **GOLD** voting instruction form and postage-paid return envelope, which are being solicited on behalf of our Board of Directors (the Board). Participants in the Farmer Bros. Co. Employee Stock Ownership Plan should follow the instructions provided by the plan trustee, GreatBanc Trust Company.

Your vote will be especially important at the meeting. As you may know, Carol Farmer Waite (Ms. Waite), together with those individuals who have filed a Schedule 13D with Ms. Waite (the Waite Group), have notified the Company that they intend to nominate a slate of three nominees for election as directors in opposition to the nominees recommended by our Board.

The Board recommends that you vote **FOR** each of the director nominees named in the Company's Proxy Statement on the enclosed **GOLD** proxy card. The Board does **NOT** endorse the election of any of the Waite Group nominees and strongly urges you **NOT** to sign or return any proxy card sent to you by Ms. Waite, the Waite Group or any of their affiliates. If you have previously submitted a proxy card sent to you by Ms. Waite, the Waite Group or any of their affiliates, you can revoke that proxy and have your shares voted for our Board's nominees and on the other matters to be voted on at the meeting by signing, dating and returning the enclosed **GOLD** proxy card or by following the instructions provided in the **GOLD** proxy card to submit a proxy over the Internet or by telephone or by appearing at the Annual Meeting and voting your shares in person.

It is important that your shares be represented at the meeting whether or not you are personally able to attend. Accordingly, after reading the attached Notice of Annual Meeting of Stockholders and Proxy Statement, please promptly submit your proxy as described on your **GOLD** proxy card or **GOLD** voting instruction form. If you choose to submit your proxy to vote your shares by the **GOLD** proxy card or **GOLD** voting instruction form, please sign, date and mail the **GOLD** proxy card or **GOLD** voting instruction form in the enclosed postage-paid return envelope. You may also submit a proxy to vote by telephone or Internet. Instructions for submitting a proxy over the Internet or by telephone are provided on the enclosed **GOLD** proxy card. Your cooperation is greatly appreciated.

Sincerely yours,

Michael H. Keown

President and Chief Executive Officer

Randy E. Clark

Chairman of the Board of Directors

The attached Proxy Statement is dated _____ and is first being mailed on or about _____.

If you have any questions or require any assistance with respect to voting your shares, please contact the Company's proxy solicitor at the contact listed below:

470 West Avenue

Stamford, Connecticut 06902

Stockholders Call Toll Free: (800) 662-5200

Banks and Brokers Call Collect: (203) 658-9400

Table of Contents

FARMER BROS. CO.

13601 North Freeway, Suite 200

Fort Worth, Texas 76177

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON DECEMBER 8, 2016

TO THE STOCKHOLDERS OF FARMER BROS. CO.:

NOTICE IS HEREBY GIVEN that the 2016 Annual Meeting of Stockholders (the **Annual Meeting**) of Farmer Bros. Co., a Delaware corporation (the **Company** or **Farmer Bros.**), will be held at the Marriott Hotel & Golf Club at Champions Circle, 3300 Championship Parkway, Fort Worth, Texas 76177, on Thursday, December 8, 2016, at 10:00 a.m., Central Standard Time, for the following purposes:

1. To elect three Class I directors to the Board of Directors (the **Board**) of the Company for a three-year term of office expiring at the Company's 2019 Annual Meeting of Stockholders and until their successors are elected and duly qualified;
2. To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017;
3. To hold an advisory (non-binding) vote to approve the compensation paid to the Company's named executive officers; and
4. To transact such other business as may properly come before the Annual Meeting or any continuation, postponement or adjournment thereof.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting of Stockholders. The Board recommends: a vote **FOR** each of the three nominees for director named in the accompanying Proxy Statement and a vote **FOR** proposals 2 and 3 on the enclosed **GOLD** proxy card.

The Board has fixed the close of business on October 17, 2016 as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting and at any continuation, postponement or adjournment thereof.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

FOR THE 2016 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 8, 2016

This Notice of Annual Meeting of Stockholders, the accompanying Proxy Statement, the Company's 2016 Annual Report on Form 10-K and form **GOLD** proxy card are available at: <http://proxy.farmerbros.com>.

Your vote will be particularly important at the Annual Meeting. As you may know, the Company has received a notice from Carol Farmer Waite (Ms. Waite), together with those individuals who have filed a Schedule 13D with Ms. Waite (the Waite Group), regarding their intent to nominate a competing slate of candidates (the Waite Group Nominees) at the Annual Meeting. **The Board recommends a vote FOR the election of each of the director nominees named in the accompanying Proxy Statement and on the enclosed GOLD proxy card, and strongly urges you NOT to sign or return any proxy card(s) or instruction form(s) that you may receive from Ms. Waite, the Waite Group or any of their affiliates.**

The Company is not responsible for the accuracy of any information provided by, or relating to, Ms. Waite, the Waite Group or any Waite Group Nominee contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Ms. Waite, the Waite Group or any of their affiliates, or any other statements that Ms. Waite, the Waite Group or any of their affiliates or representatives may otherwise make.

Table of Contents

Please submit a proxy as soon as possible so that your shares can be represented and voted at the Annual Meeting in accordance with your instructions. For specific instructions on submitting a proxy to have your shares voted, please refer to the instructions on the GOLD proxy card or the information forwarded by your bank, broker or other nominee. Even if you have submitted a proxy, you may still vote in person if you attend the Annual Meeting. Please note, however, that if your shares are held of record by a bank, broker or other nominee and you wish to vote in person at the Annual Meeting, you must obtain a legal proxy issued in your name from such bank, broker or other nominee. If you are a participant in the Farmer Bros. Co. Employee Stock Ownership Plan (the ESOP), you should follow the instructions provided by the ESOP trustee, GreatBanc Trust Company (the ESOP Trustee), with respect to having the shares allocated to you in the ESOP voted at the Annual Meeting. If you are an ESOP participant, although you may attend the Annual Meeting, you will not be able to cast a vote at the Annual Meeting with respect to any shares you hold through the ESOP.

If you have previously signed a proxy card sent to you by Ms. Waite, the Waite Group or any of their affiliates in respect of the Annual Meeting, you can revoke that proxy and submit a proxy to vote for the Board s nominees by signing, dating and returning the enclosed GOLD proxy card or by following the instructions provided in the GOLD proxy card to submit a proxy to vote your shares over the Internet or by telephone or by voting in person at the Annual Meeting. Signing, dating and returning any proxy card that Ms. Waite, the Waite Group, or any of their affiliates may send to you, even with instructions to vote withhold with respect to the Waite Group Nominees, will cancel any proxy you may have previously submitted to have your shares voted for the Board s nominees on a GOLD proxy card as only your latest proxy card or voting instruction form will be counted. If you are an ESOP participant and want to revoke any prior voting instructions you provided to the ESOP Trustee in respect of the Annual Meeting, you must contact the ESOP Trustee. If you are a beneficial holder of shares held in street name, you should follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented and voted at the Annual Meeting, or to revoke prior voting instructions.

The Board urges you to sign, date and return only the enclosed GOLD proxy card.

Your vote is very important. Please submit your proxy even if you plan to attend the Annual Meeting. To submit a proxy to vote your shares over the Internet or by telephone, please follow the instructions on the enclosed GOLD proxy card.

By Order of the Board of Directors

TERI L. WITTEMAN

Secretary

Fort Worth, Texas

, 2016

The accompanying Proxy Statement provides a detailed description of the business to be conducted at the Annual Meeting. We urge you to read the accompanying Proxy Statement, including the appendices and any documents incorporated by reference, carefully and in their entirety.

If you have any questions concerning the business to be conducted at the Annual Meeting, would like additional copies of the Proxy Statement or need help submitting a proxy for your shares, please contact the Company's proxy solicitor:

470 West Avenue

Stamford, Connecticut 06902

Stockholders Call Toll Free: (800) 662-5200 (within the U.S.)

Banks and Brokers Call Collect: (203) 658-9400

Table of Contents

TABLE OF CONTENTS

<u>INFORMATION CONCERNING VOTING AND SOLICITATION</u>	1
<u>BACKGROUND OF THE SOLICITATION</u>	10
<u>PROPOSAL NO. 1 ELECTION OF DIRECTORS</u>	13
<u>PROPOSAL NO. 2 RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	18
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	19
<u>CORPORATE GOVERNANCE</u>	24
<u>Director Independence</u>	24
<u>Board Meetings and Attendance</u>	24
<u>Charters; Code of Conduct and Ethics; Corporate Governance Guidelines</u>	25
<u>Board Committees</u>	25
<u>Director Qualifications and Board Diversity</u>	27
<u>Board Leadership Structure</u>	28
<u>Board's Role in Risk Oversight</u>	29
<u>Communication with the Board</u>	30
<u>EXECUTIVE OFFICERS</u>	31
<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	33
<u>COMPENSATION COMMITTEE REPORT</u>	52
<u>NAMED EXECUTIVE OFFICER COMPENSATION</u>	53
<u>Summary Compensation Table</u>	53
<u>Employment Agreements and Arrangements; Fiscal 2016 Named Executive Officer Compensation Mix</u>	56
<u>Grants of Plan-Based Awards</u>	58
<u>Outstanding Equity Awards at Fiscal Year-End</u>	60
<u>Option Exercises and Stock Vested</u>	62
<u>Change in Control and Termination Arrangements</u>	63
<u>Potential Payments Upon Termination or Change in Control</u>	64
<u>PROPOSAL NO. 3 ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS</u>	70
<u>DIRECTOR COMPENSATION</u>	71
<u>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS</u>	74
<u>AUDIT MATTERS</u>	76
<u>OTHER MATTERS</u>	78
<u>APPENDIX A: Information Concerning Participants in the Company's Solicitation of Proxies</u>	

Table of Contents

FARMER BROS. CO.

13601 North Freeway, Suite 200

Fort Worth, Texas 76177

PROXY STATEMENT

INFORMATION CONCERNING VOTING AND SOLICITATION

What are the date, time and place of the Annual Meeting?

The enclosed **GOLD** proxy card is being delivered with this Proxy Statement on behalf of the Board of Directors (the Board of Directors or the Board) of Farmer Bros. Co., a Delaware corporation (the Company, we, our or Farmer Bros.), in connection with the 2016 Annual Meeting of Stockholders (the Annual Meeting) to be held on Thursday, December 8, 2016, at 10:00 a.m., Central Standard Time, or at any continuation, postponement or adjournment thereof, for the purposes described in this Proxy Statement and in the accompanying Notice of Annual Meeting of Stockholders, and to transact such other business as may properly come before the Annual Meeting. Proxies are solicited to give all stockholders of record an opportunity to vote on matters properly presented at the Annual Meeting. The Company intends to mail this Proxy Statement, the accompanying **GOLD** proxy card and the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2016 (2016 Form 10-K) on or about , 2016 to all stockholders entitled to notice of and to vote at the Annual Meeting. The Annual Meeting will be held at the Marriott Hotel & Golf Club at Champions Circle, 3300 Championship Parkway, Fort Worth, Texas 76177. If you plan to attend the Annual Meeting in person, you should review the details below under the section captioned Who can attend the Annual Meeting?

Is my vote important?

Your vote will be particularly important at the Annual Meeting. As you may know, the Company has received a notice from Carol Farmer Waite (Ms. Waite), together with those stockholders who have filed a Schedule 13D with Ms. Waite (the Waite Group), regarding their intent to nominate a competing slate of directors (the Waite Group Nominees) at the Annual Meeting.

The Board recommends a vote FOR the election of each of the director nominees named in this Proxy Statement on the enclosed GOLD proxy card, and strongly urges you NOT to sign or return any proxy card(s) or voting instruction form(s) that you may receive from Ms. Waite, the Waite Group or any of their affiliates.

To vote for all of the Board's nominees, you must sign, date and return the enclosed **GOLD** proxy card or follow the instructions provided in the **GOLD** proxy card for submitting a proxy over the Internet or by telephone or vote in person at the Annual Meeting. If you are a participant in the Farmer Bros. Co. Employee Stock Ownership Plan (the ESOP), you should follow the instructions provided by the ESOP trustee, GreatBanc Trust Company (the ESOP Trustee), with respect to having the shares allocated to you in the ESOP voted at the Annual Meeting.

If you have previously signed any proxy card sent to you by Ms. Waite, the Waite Group or any of their affiliates in respect of the Annual Meeting, you can revoke it by signing, dating and returning the enclosed **GOLD** proxy card or by following the instructions provided in the **GOLD** proxy card for submitting a proxy to vote your shares over the Internet or by telephone or voting in person at the Annual Meeting. Signing, dating and returning any proxy card that Ms. Waite, the Waite Group or any of their affiliates may send to you, even with instructions to vote withhold with

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respect to the Waite Group Nominees, will cancel any proxy you may have previously submitted to have your shares voted for the Board's nominees as only your latest proxy card or voting instruction form will be counted. If you are an ESOP participant and want to revoke any prior voting instructions you provided to the ESOP Trustee in respect of the Annual Meeting, you must contact the ESOP Trustee. Beneficial holders who hold their shares in street name should follow the voting instructions provided by their

Table of Contents

bank, broker or other nominee to ensure that their shares are represented and voted at the Annual Meeting, or to revoke prior voting instructions.

The Board urges you to sign, date and return only the enclosed GOLD proxy card.

What am I voting on?

You will be entitled to vote on the following proposals at the Annual Meeting:

The election of three Class I directors to serve on our Board for a three-year term of office expiring at the Company's 2019 Annual Meeting of Stockholders and until their successors are elected and duly qualified;

The ratification of the selection of Deloitte & Touche LLP (Deloitte) as our independent registered public accounting firm for the fiscal year ending June 30, 2017; and

The approval, on an advisory (non-binding) basis, of the compensation paid to the Company's named executive officers.

Will there be a proxy contest at the Annual Meeting?

Ms. Waite has provided notice to the Company that the Waite Group intends to nominate a competing slate of directors in opposition to the Board's highly qualified director nominees. Our Board does **NOT** endorse or recommend the election of the Waite Group Nominees as directors. You may receive proxy solicitation materials from Ms. Waite, the Waite Group or any of their affiliates, including an opposition proxy statement or proxy card. **The Board strongly urges you NOT to sign or return any proxy card(s) or voting instruction form(s) that you may receive from Ms. Waite, the Waite Group or any of their affiliates.**

Please be advised that the Company is not responsible for the accuracy of any information provided by, or relating to, Ms. Waite, the Waite Group or any Waite Group Nominee contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Ms. Waite, the Waite Group, or any of their affiliates or any other statements that Ms. Waite, the Waite Group, any of their affiliates or representatives may otherwise make.

Our Board is pleased to nominate for election as director the three persons Michael H. Keown, Charles F. Marcy and Christopher P. Mottern named in this Proxy Statement and on the enclosed **GOLD** proxy card. We believe our three director nominees have the breadth of relevant and diverse experiences, integrity and commitment necessary to continue to grow the Company for the benefit of all of the Company's stockholders.

What do I do if I receive a proxy card or voting instruction form from Ms. Waite or the Waite Group?

The Board strongly urges you NOT to sign or return any proxy card(s) or voting instruction form(s) that you may receive from Ms. Waite, the Waite Group or any of their affiliates, even with instructions to vote withhold with respect to the Waite Group Nominees. Instructions to withhold votes with respect to the Waite Group Nominees on a proxy card provided by, or on behalf of, Ms. Waite, the Waite Group or their affiliates will cancel any proxy previously submitted by you to vote for the Board's nominees on a **GOLD** proxy card or **GOLD** voting

instruction form as only your latest proxy card or voting instruction form will be counted.

If you previously signed a proxy card or submitted a voting instruction form sent to you by, or on behalf of, Ms. Waite, the Waite Group or their affiliates, you can change or revoke that proxy and have your shares voted for the Board's nominees by (i) signing, dating and returning only the enclosed **GOLD** proxy card in the enclosed postage-paid return envelope to submit your proxy by mail, (ii) following the instructions provided in the **GOLD** proxy card for submitting a proxy over the Internet or by telephone, or (iii) attending the Annual Meeting to vote in person. Only your latest dated proxy will be counted at the Annual Meeting.

Table of Contents

If you need assistance changing or revoking your proxy, please call the Company's proxy solicitor, Morrow Sodali, toll free at (800) 662-5200 (within the U.S.).

If you are a participant in the ESOP, you should follow the instructions provided by the ESOP Trustee with respect to voting the shares allocated to you in the ESOP. If you are an ESOP participant and want to revoke any prior voting instructions you provided to the ESOP Trustee in respect of the Annual Meeting, you must contact the ESOP Trustee.

How does the Board recommend that I vote?

The Board recommends that you vote using the enclosed **GOLD** proxy card:

FOR the election of each of the three nominees named herein to serve on our Board as Class I directors for a three-year term of office expiring at the Company's 2019 Annual Meeting of Stockholders and until their successors are elected and duly qualified;

FOR the ratification of the selection of Deloitte as our independent registered public accounting firm for the fiscal year ending June 30, 2017; and

FOR the approval of, in an advisory (non-binding) vote, the compensation paid to our named executive officers.

Please note that the best way to support the Board's nominees is to vote FOR the Board's nominees by signing, dating and returning the enclosed GOLD proxy card or by submitting a proxy over the Internet or by telephone by following the instructions on the GOLD proxy card. The Board strongly urges you NOT to sign or return any proxy card(s) or voting instruction form(s) that you may receive from Ms. Waite, the Waite Group or any of their affiliates. Signing and returning any proxy card that Ms. Waite, the Waite Group or any of their affiliates may send to you, even to vote withhold with respect to the Waite Group Nominees, will cancel any proxy you may have previously submitted to have your shares voted for the Board's nominees on a **GOLD** proxy card, as only your latest dated proxy card will be counted. Therefore, the Board urges you to sign, date and return only the enclosed **GOLD** proxy card.

If you are a participant in the ESOP, you should follow the instructions provided by the ESOP Trustee with respect to having the shares allocated to you in the ESOP voted at the Annual Meeting. Beneficial holders who hold their shares in street name should follow the voting instructions provided by their bank, broker or other nominee to ensure that their shares are represented and voted at the Annual Meeting or to revoke prior voting instructions.

Who can vote?

The Board has set October 17, 2016 as the record date (the Record Date) for the Annual Meeting. You are entitled to notice of and to vote at the Annual Meeting any shares of common stock, par value \$1.00 per share, of the Company (Common Stock), of which you are the holder of record as of the close of business on the Record Date. Your shares may be voted at the Annual Meeting only if you are present in person or your shares are represented by a valid proxy.

How many shares are outstanding and how many shares are needed for a quorum?

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At the close of business on the Record Date, 16,793,561 shares of Common Stock were outstanding and entitled to vote at the Annual Meeting. The Company has no other class of securities outstanding.

A majority of the outstanding shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting will constitute a quorum at the Annual Meeting, which quorum is required to hold the Annual Meeting and conduct business. If you are a record holder of shares of Common Stock as of

Table of Contents

the Record Date and you submit your proxy, regardless of whether you abstain from voting on one or more matters, your shares will be counted as present at the Annual Meeting for the purpose of determining a quorum. If your shares are held in street name, your shares are counted as present for purposes of determining a quorum if your bank, broker or other nominee submits a proxy covering your shares. If your bank, broker or other nominee is not given specific voting instructions, shares held in the name of the bank, broker, or other nominee will not be considered as present and entitled to vote on any matter to be considered at the Annual Meeting because we expect this to be a contested election and, accordingly, will not be counted as present for the purpose of determining a quorum. In the absence of a quorum, the Annual Meeting may be adjourned, from time to time, by vote of the holders of a majority of the total number of shares of Common Stock represented and entitled to vote at the Annual Meeting.

What is the difference between a record holder and a beneficial owner?

If at the close of business on the Record Date your shares were registered directly in your name, you are considered the record holder of your shares. If, on the other hand, at the close of business on the Record Date your shares were held in an account at a brokerage firm, bank, dealer, or other similar organization or other nominee, then you are the beneficial owner of shares held in street name and the proxy materials, as applicable, are being forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct that organization on how to vote the shares in your account. If you do not provide that organization specific direction on how to vote, your shares held in the name of that organization may not be voted and will not be considered as present and entitled to vote on any matters to be considered at the Annual Meeting. **If you hold your shares in street name, please instruct your bank, broker or other nominee how to vote your shares using the GOLD voting instruction form provided by your bank, broker or other nominee so that your vote can be counted.** The **GOLD** voting instruction form provided by your bank, broker or other nominee may also include information about how to submit your voting instructions over the Internet or telephonically, if such options are available.

How can I vote my shares?

You may vote your shares at the Annual Meeting using one of the following methods (please also see the information provided above concerning the difference between holding shares as a record holder and holding shares beneficially through a bank, broker or other nominee beneficial holders should follow the voting instructions provided by such bank, broker or other nominee):

By mail. You may vote your shares by completing, signing and mailing the enclosed **GOLD** proxy card included with these proxy materials (or **GOLD** voting instruction form in the case of beneficial holders). Please refer to your **GOLD** proxy card or **GOLD** voting instruction form for instructions on either submitting your proxy or voting by mail.

Over the Internet. If you have access to the Internet, you may submit your proxy over the Internet by following the instructions included on the enclosed **GOLD** proxy card (or **GOLD** voting instruction form in the case of beneficial holders for whom Internet voting is available). Please refer to your **GOLD** proxy card or **GOLD** voting instruction form for instructions on either submitting a proxy or voting over the Internet.

By telephone. You may submit a proxy to have your shares voted by calling a toll-free telephone number listed on the enclosed **GOLD** proxy card (or **GOLD** voting instruction form in the case of beneficial holders for whom telephone voting is available). Please refer to your **GOLD** proxy card or **GOLD** voting instruction form for instructions on submitting a proxy by phone.

In person at the Annual Meeting. Stockholders are invited to attend the Annual Meeting and vote in person at the Annual Meeting. If you are a beneficial owner of shares you must obtain a legal proxy

Table of Contents

from the bank, broker or other nominee of your shares to be entitled to vote those shares in person at the Annual Meeting. If you are a record holder, you are encouraged to complete, sign and date the enclosed **GOLD** proxy card and mail it in the enclosed postage-paid envelope regardless of whether or not you plan to attend the Annual Meeting. If you hold your shares in street name, you are encouraged to follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented and voted at the Annual Meeting.

A control number, located on the instructions included with the **GOLD** proxy card, is designated to verify your identity and allow you to vote your shares and confirm that your voting instructions have been recorded properly. If you submit your proxy over the Internet or by telephone, there is no need to return a signed **GOLD** proxy card. However, you may change your voting instructions by subsequently completing, signing and delivering the **GOLD** proxy card.

As noted above, if you hold shares beneficially in street name through a bank, broker or other nominee, you may vote your shares by following the voting instructions provided by your bank, broker or other nominee. Telephone and Internet voting may be also available please refer to the **GOLD** voting instruction form provided by your bank, broker or other nominee for more information.

If you have any questions or require assistance in submitting a proxy for your shares, please call the Company's proxy solicitor, Morrow Sodali, toll free at (800) 662-5200 (within the U.S.).

How do I vote if I am an ESOP participant?

The ESOP owns approximately 12.9% of the outstanding Common Stock. Each ESOP participant has the right to direct the ESOP Trustee on how to vote the shares of Common Stock allocated to his or her account under the ESOP. The ESOP Trustee will vote all of the unallocated ESOP shares (i.e., shares of Common Stock held in the ESOP, but not allocated to any participant's account) and allocated shares for which no voting directions are timely received by the ESOP Trustee, in its independent fiduciary discretion. If you are an ESOP participant and want to revoke any prior voting instructions you provided to the ESOP Trustee in respect of the Annual Meeting, you must contact the ESOP Trustee.

If you are a participant in the ESOP, although you may attend the Annual Meeting in person, you will not be able to cast a vote at the meeting with respect to any shares you hold through the ESOP.

Who can attend the Annual Meeting?

Admission to the Annual Meeting is limited to stockholders and their duly-appointed proxy holders as of the close of business on the Record Date with proof of ownership of the Company's Common Stock, as well as valid government-issued photo identification, such as a valid driver's license or passport. If your shares are held in the name of a bank, broker or other nominee and you plan to attend the Annual Meeting, you must present proof of your ownership of Common Stock, such as a bank or brokerage account statement, to be admitted to the Annual Meeting. If you are a participant in the ESOP, although you may attend the Annual Meeting in person, you will not be able to cast a vote at the meeting with respect to any shares you hold through the ESOP. Any holder of a proxy from a stockholder must present the proxy card, properly executed, and a copy of proof of ownership.

We will be unable to admit anyone who does not present identification or refuses to comply with our security procedures. No cameras, recording equipment, electronic devices, large bags or packages will be permitted at the Annual Meeting. You are encouraged to submit a proxy to have your shares voted regardless of whether or not you plan to attend the Annual Meeting.

Your vote is very important. Please submit your GOLD proxy card even if you plan to attend the Annual Meeting.

Table of Contents

How will votes be tabulated?

All votes will be tabulated by the inspector of election appointed by the Company for the Annual Meeting, who will separately tabulate affirmative and negative votes and abstentions in accordance with Delaware law.

What is a broker non-vote ?

A broker non-vote occurs when a nominee holding shares for a beneficial owner has not received voting instructions from the beneficial owner and does not have discretionary authority to vote the shares. If you hold your shares in street name and do not provide voting instructions to your bank, broker or other nominee, your shares will be considered to be broker non-votes and will not be voted on any proposal on which your bank, broker or other nominee does not have discretionary authority to vote. Brokers generally do not have discretionary voting power (i.e., they cannot vote) on non-routine matters without specific instructions from their customers. Proposals are determined to be routine or non-routine matters based on the rules of the various regional and national exchanges of which the brokerage firm is a member. However, in contested elections, brokers do not have discretionary authority to vote on any proposals to be voted on at such meetings, whether routine or not. Because Ms. Waite has provided notice to the Company that she and other individuals who make up the Waite Group intend to nominate a competing slate of directors in opposition to the Board's highly qualified director nominees, the Annual Meeting is expected to constitute a contested election. Accordingly, brokers will not be permitted to vote shares held by a beneficial holder at the Annual Meeting without instructions from the beneficial holder as to how the shares are to be voted, and shares that are held by a broker who has not received instructions from the beneficial owner as to how such shares are to be voted will not be counted as present at the Annual Meeting for the purpose of determining a quorum.

What vote is required to approve each proposal?

Election of Directors. Directors are elected by a plurality of the votes of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. This means that the three individuals nominated for election to the Board at the Annual Meeting who receive the highest number of properly cast FOR votes (among votes properly cast in person or by proxy) will be elected as directors. In director elections, stockholders may either vote FOR or withhold voting authority with respect to director nominees. Shares voting withhold are counted for purposes of determining a quorum. However, if you withhold authority to vote with respect to the election of any or all of the nominees, your shares will not be voted with respect to those nominees indicated. Therefore, withhold votes will not affect the outcome of the election of directors. Broker non-votes will also not affect the outcome of the election of directors.

Ratification of Accountants. The ratification of the selection of Deloitte as our independent registered public accounting firm for the fiscal year ending June 30, 2017 requires the affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote thereat. Abstentions will have the same effect as votes against the ratification. Broker non-votes will not affect the outcome of this proposal because shares held by a broker who has not received instructions from the beneficial owner of the shares as to how such shares are to be voted will not be entitled to vote at the Annual Meeting.

Advisory (Non-Binding) Vote to Approve the Compensation Paid to our Named Executive Officers. The advisory (non-binding) vote to approve the compensation paid to the Company's named executive officers requires the affirmative vote of a majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote thereat. Abstentions will have the same effect as votes against the proposal. Broker non-votes will not affect the outcome of the vote to approve the compensation paid to the Company's named executive officers because shares held by a bank, broker or other nominee who has not received instructions from the beneficial owner of the shares as to

how to the shares are to be voted are not entitled to vote at the Annual Meeting.

Table of Contents

What do I do if I receive more than one GOLD proxy card or voting instruction form?

If you receive more than one **GOLD** proxy card or **GOLD** voting instruction form from your bank, broker or other nominee, it means you hold shares that are registered in more than one name or account. To ensure that all of your shares are voted, sign, date and return each **GOLD** proxy card or **GOLD** voting instruction form. To vote by telephone or over the Internet, follow the instructions for voting over the Internet or by telephone provided on the enclosed **GOLD** proxy card or provided on the **GOLD** voting instruction form provided by your bank, broker or other nominee.

As previously noted, you may receive proxy cards and voting instruction forms from both the Company and Ms. Waite (or the Waite Group or any of their affiliates). To ensure that stockholders have the Company's latest proxy information and materials to vote, the Board may conduct multiple mailings prior to the date of the Annual Meeting, each of which will include a **GOLD** proxy card. The Board encourages you to submit a proxy to vote your shares using each **GOLD** proxy card you receive to ensure that your vote is counted.

The Board strongly urges you NOT to sign or return any proxy card(s) or voting instruction form(s) that you may receive from Ms. Waite, the Waite Group or any of their affiliates, even to vote withhold with respect to the Waite Group Nominees. Any proxy card or voting instruction form you sign and return from Ms. Waite, the Waite Group or any of their affiliates for any reason will cancel any **GOLD** proxy card(s) or **GOLD** voting instruction form(s) previously sent by you to vote **FOR** the election of the three directors nominated by the Board.

How will my shares be voted if I sign, date and return the GOLD proxy card but do not specify how I want my shares to be voted?

As a stockholder of record, if you sign, date and return the **GOLD** proxy card but do not specify how you want your shares to be voted, your shares will be voted by the proxy holders named in the enclosed proxy as follows:

FOR the election of each of the three Board nominees named herein to serve on our Board as Class I directors for a three-year term of office expiring at the Company's 2019 Annual Meeting of Stockholders and until their successors are elected and duly qualified;

FOR the ratification of the selection of Deloitte as our independent registered public accounting firm for the fiscal year ending June 30, 2017; and

FOR the approval of, in an advisory (non-binding) vote, the compensation paid to our named executive officers.

In their discretion, the proxy holders named in the enclosed proxy are authorized to vote on any other matters that may properly come before the Annual Meeting and at any continuation, postponement or adjournment thereof. The Board of Directors knows of no other items of business that will be presented for consideration at the Annual Meeting other than those described in this Proxy Statement.

How can I revoke a proxy?

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If you vote by proxy, you may revoke that proxy or change your vote at any time before it is voted at the Annual Meeting. Stockholders of record may revoke a proxy or change their vote prior to the Annual Meeting by sending to the Company's Secretary, at the Company's principal executive offices at 13601 North Freeway, Suite 200, Fort Worth, Texas 76177, a written notice of revocation or a duly executed proxy bearing a later date, by attending the Annual Meeting in person and voting in person, or by submitting a proxy over the Internet or by telephone by following the instructions on the GOLD proxy card. Please note that attendance at the Annual Meeting will not, by itself, revoke a proxy.

Table of Contents

If your shares are held in the name of a bank, broker or other nominee, you may change your vote by submitting a new voting instruction form to your bank, broker or other nominee. Please note that if your shares are held of record by a bank, broker or other nominee, and you decide to attend and vote at the Annual Meeting, your vote in person at the Annual Meeting will not be effective unless you present a legal proxy, issued in your name from the record holder (your bank, broker or other nominee). ESOP participants must contact the ESOP Trustee directly to revoke any prior voting instructions.

When will the voting results be announced?

The final voting results will be reported in a Current Report on Form 8-K, which will be filed with the Securities and Exchange Commission (SEC) within four business days after the Annual Meeting. If our final voting results are not available within four business days after the Annual Meeting, we will file a Current Report on Form 8-K reporting the preliminary voting results and subsequently file the final voting results in an amendment to the Current Report on Form 8-K within four business days after the final voting results are known to us.

Are there interests of certain persons in matters to be acted upon?

No director or executive officer of the Company who has served at any time since the beginning of the 2016 fiscal year, and no nominee for election as a director of the Company, or any of their respective associates, has any substantial interest, direct or indirect, in any matter to be acted upon at the Annual Meeting other than Proposal No. 1 Election of Directors. Other than Ms. Grossman, who has indicated that she does not support certain of the Board's nominees, no director has informed the Company in writing that he or she intends to oppose any action intended to be taken by the Company at the Annual Meeting.

Who will solicit proxies on behalf of the Board?

Proxies may be solicited on behalf of the Board, without additional compensation, by the Company's directors, director nominees and certain executive officers and other employees of the Company. Such persons are listed in Appendix A to this Proxy Statement. Additionally, the Company has retained Morrow Sodali, a proxy solicitation firm, who may solicit proxies on the Board's behalf.

The original solicitation of proxies by mail may be supplemented by telephone, telegram, facsimile, electronic mail, Internet and personal solicitation by our directors, director nominees and certain of our executive officers and other employees (who will receive no additional compensation for such solicitation activities), or by Morrow Sodali. You may also be solicited by advertisements in periodicals, press releases issued by us and postings on our corporate website or other websites. Unless expressly indicated otherwise, information contained on our corporate website is not part of this Proxy Statement. In addition, none of the information on the other websites listed in this Proxy Statement is part of this Proxy Statement. These website addresses are intended to be inactive textual references only.

Who is paying for the cost of this proxy solicitation?

The entire cost of soliciting proxies on behalf of the Board, including the costs of preparing, assembling, printing and mailing this Proxy Statement, the **GOLD** proxy card and any additional soliciting materials furnished to stockholders by, or on behalf of, the Company, will be borne by the Company. Copies of the Company's solicitation material will be furnished to banks, brokerage houses, dealers, the ESOP Trustee, voting trustees, their respective nominees and other agents holding shares in their names, which are beneficially owned by others, so that they may forward such solicitation material, together with our 2016 Annual Report, which includes our Annual Report on Form 10-K for the fiscal year ended June 30, 2016, to beneficial owners. In addition, if asked, the Company will reimburse these persons

for their reasonable expenses in forwarding these materials to the beneficial owners.

Due to the possibility of a proxy contest, we have engaged Morrow Sodali to solicit proxies from stockholders in connection with the Annual Meeting. Morrow Sodali expects that approximately 40 of its

Table of Contents

employees will assist in the solicitation of proxies. We will pay Morrow Sodali a fee of up to \$ plus costs and expenses. In addition, we have agreed to indemnify Morrow Sodali and certain related persons against certain liabilities arising out of or in connection with their engagement.

The Company estimates that its additional out-of-pocket expenses beyond those normally associated with soliciting proxies for the Annual Meeting as a result of the potential proxy contest will be \$ million in the aggregate, of which approximately \$ has been spent to date. Such additional solicitation costs are expected to include the fees incurred to retain Morrow Sodali as the Company's proxy solicitor, as discussed above, fees of outside counsel, financial advisors and public relations advisors to advise the Company in connection with a possible contested solicitation of proxies, increased mailing costs, such as the costs of additional mailings of solicitation materials to stockholders, including printing costs, mailing costs and the reimbursement of reasonable expenses of banks, brokerage houses and other agents incurred in forwarding solicitation materials to beneficial owners, as described above, and the costs of retaining an independent inspector of election.

Who can answer my questions?

Your vote at this year's Annual Meeting is especially important, no matter how many or how few shares you own. Please sign and date the enclosed **GOLD** proxy card or **GOLD** voting instruction form and return it in the enclosed postage-paid envelope promptly or vote by Internet or telephone. If you have any questions or require assistance in submitting a proxy for your shares, please call Morrow Sodali, the firm assisting us in the solicitation of proxies:

470 West Avenue

Stamford, Connecticut 06902

Stockholders Call Toll Free: (800) 662-5200 (within the U.S.)

Banks and Brokers Call Collect: (203) 658-9400

How can I obtain additional copies of these materials or copies of other documents?

Complete copies of this Proxy Statement and 2016 Annual Report, which includes our Annual Report on Form 10-K for the year ended June 30, 2016, are also available at <http://proxy.farmerbros.com>. You may also contact Morrow Sodali for additional copies. You are encouraged to access and review all of the important information contained in the proxy materials before voting.

Table of Contents

BACKGROUND OF THE SOLICITATION

The following outlines certain interactions the Company has had with Ms. Waite and her representatives.

On August 2, 2015, Suzanna Waite, a member of the Waite Group and spouse of Jonathan Michael Waite (also a member of the Waite Group and an employee of the Company), sent Guenter W. Berger, the then Chairman of the Board of Directors, an email regarding certain concerns she had. Prior to Mr. Berger sharing the email with the other members of the Board, Mr. Waite, on behalf of his wife, called Mr. Berger directly and requested that the email be retracted and recalled. Respecting their wishes, the email was retracted and recalled, and was not shared with the other members of the Board.

On August 23, 2015, Carol Farmer Waite sent Mr. Berger, the then Chairman of the Board of Directors, a letter expressing her disappointment with the direction of the Company under Michael H. Keown, the President and Chief Executive Officer. The letter was sent via email and was not delivered in accordance with the Company's stockholder communication policy. In particular, Ms. Waite went to great lengths to express her dissatisfaction with a Company welcome reception and a quickly planned employee appreciation event at which beer and wine were served. Ms. Waite asserted that serving beer and wine at the events, one of which was offsite, was against Company policy. Ms. Waite attached screen shots of photos of employees at the reception and the employee appreciation event that were posted to an employee's social media accounts and encouraged the Company to take disciplinary action against any employees, including Mr. Keown, pictured with a beer or wine in hand, referring to the celebrations and pictures as an inappropriate display. She also included the screen shot of a welcome basket, which included Company branded items, including a water bottle, thumb drive, coffee mug and coffee, and questioned the appropriateness and fiscal responsibility of giving new employees welcome gifts. She also questioned whether the Company should have invited more of its Torrance employees to relocate to Texas. Towards the end of her letter, Ms. Waite expressed her displeasure with the payment of management bonuses in the absence of dividend payments to stockholders.

On September 3, 2015, Mr. Berger, the then Chairman of the Board, replied to Ms. Waite by email, thanking her for her input and reassuring her that the Board takes such input seriously and that he had shared her letter with the independent members of the Board as she requested.

On October 27, 2015, Ms. Waite sent Mr. Berger a follow-up email, in which she expressed that she was disheartened with Mr. Berger's response and the lack of follow-up to her August 23, 2015 communication. She further expressed her continued concerns regarding a Company culture that held periodic welcome breakfasts and pizza parties for new employees and permitted streaming of playoff baseball games in one of the Company's conference rooms during lunch. She also questioned the competency of the new hires and, more generally, the appropriateness of the move to Texas.

On November 2, 2015, on behalf of the Board at the direction of the independent directors, the Company's Secretary, Teri L. Witteman, responded to Ms. Waite's email by letter, acknowledging receipt of Ms. Waite's October 27, 2015 email, confirming that the email had been shared with the independent directors and thanking Ms. Waite for her input and for taking the time to communicate her concerns to the Board. Ms. Witteman's letter also encouraged Ms. Waite to send any follow-up correspondence to Ms. Witteman in accordance with the published policy for communicating with directors included in the Company's 2015 proxy statement.

On December 3, 2015, Ms. Waite attended the Company's 2015 Annual Meeting of Stockholders, but did not ask any questions or make any other comments during the Q&A portion of the meeting. After the Q&A portion of the meeting had concluded, Ms. Waite requested the opportunity to ask questions. Although the annual meeting rules could have prevented any further questions, the Company accommodated Ms. Waite's request and invited Ms. Waite to ask

questions. Once given the floor, Ms. Waite expressed her deep frustration with the Company's Board and management and questioned (i) bonuses that were paid to management, (ii) the compensation paid to new executive level hires, and (iii) the lack of a dividend being paid by the Company to its stockholders.

Table of Contents

Mr. Keown, the Company's President and Chief Executive Officer and member of the Board, responded to Ms. Waite's questions and reminded Ms. Waite of the considerable appreciation of the Company's stock price during his tenure, and that the Board periodically considers whether it is appropriate to pay dividends to the Company's stockholders, but that he was not in a position to make any statements on the Board's behalf regarding the payment of future dividends.

Following Ms. Waite's questions, Richard F. Farmer, Ph.D., Ms. Waite's brother, was permitted additional time to make a statement, in which he expressed his support of the Board and the Company's management.

In December 2015, and in connection with the on-going litigation between Ms. Waite and Dr. Farmer regarding certain Farmer family trusts, the Company was served with a deposition subpoena for the production of business records, including transcripts of the 2015 Annual Meeting of Stockholders. In January 2016, the Company responded to the request and reached an agreement with Ms. Waite's counsel regarding the production of such records subject to a protective order. In May 2016, a protective order was issued, and in June 2016, the Company and the parties to the litigation entered into a side letter with respect to additional confidentiality safeguards that the parties had agreed to in January 2016. In June 2016, the Company produced the requested business records.

On August 29, 2016, and without contacting or seeking to communicate with the Company in the previous nine months, Ms. Waite filed an amended Schedule 13D and delivered a letter to the Board further expressing her displeasure with the existing Board and management team. She also disclosed her intentions to nominate a slate of candidates for election to the Board at the Annual Meeting.

On September 2, 2016, the Company received a stockholder notice from Ms. Waite that included the Waite Group Nominees as the slate of candidates she intends to nominate at the Annual Meeting.

On September 7, 2016, the Company formed the Annual Meeting Committee of the Board to, among other things, review, consider and evaluate notices and communications in respect of any director nominations or business proposals received from stockholder groups.

On September 29, 2016, the Waite Group filed solicitation materials with the SEC in which they expressed their concerns regarding the current management team and directors of the Company.

On September 29, 2016 and in response to the solicitation materials filed by the Waite Group, the Company issued a press release in which the Company highlighted (i) the successful execution of the Company's turnaround strategy by the current Board and management team, (ii) the appreciation of the Company's stock price since Mr. Keown became President and Chief Executive Officer, and (iii) the highly qualified and engaged directors that currently serve on the Company's Board.

On September 29, 2016, the Company's counsel extended an invitation (through the Waite Group's counsel) to the Waite Group Nominees to meet with the Company's Nominating and Corporate Governance Committee, such that the committee could properly evaluate each of the Waite Group Nominees. None of the Waite Group Nominees accepted such invitation (as communicated through the Waite Group's counsel). As a result, the committee reviewed the materials previously provided by the Waite Group in its notice to the Company.

On October 4, 2016, the Company issued a press release enclosing a statement of support from Dr. Farmer. In his statement, Dr. Farmer confirmed his support of the Company's Board of Directors and management team and expressed his belief that the management team is executing the right strategy to position Farmer Bros. Co. to better compete and grow the business long-term. Dr. Farmer concluded his statement by stating that he look[s] forward to supporting the Company's Board nominees at the upcoming 2016 Annual Meeting.

Table of Contents

On October 13, 2016, the Board, following the recommendation from the Nominating and Corporate Governance Committee, determined not to nominate any of the Waite Group Nominees, and determined to nominate the three persons Michael H. Keown, Charles F. Marcy and Christopher P. Mottern named in this Proxy Statement.

On October 17, 2016, the Company filed a Preliminary Proxy Statement with the SEC with respect to the Annual Meeting.

On _____, 2016, the Company filed a Definitive Proxy Statement with the SEC with respect to the Annual Meeting.

OUR BOARD STRONGLY URGES YOU NOT TO SIGN OR RETURN ANY PROXY CARD OR VOTING INSTRUCTION FORM THAT YOU MAY RECEIVE FROM MS. WAITE, THE WAITE GROUP OR ANY OF THEIR AFFILIATES, EVEN TO VOTE WITHHOLD WITH RESPECT TO THE WAITE GROUP NOMINEES, AS DOING SO WILL CANCEL ANY PROXY YOU MAY HAVE PREVIOUSLY SUBMITTED TO HAVE YOUR SHARES VOTED FOR THE BOARD S NOMINEES ON A GOLD PROXY CARD, AS ONLY YOUR LATEST PROXY CARD OR VOTING INSTRUCTION FORM WILL BE COUNTED.

Table of Contents

PROPOSAL NO. 1

ELECTION OF DIRECTORS

General

Under the Company's Certificate of Incorporation and Amended and Restated By-Laws (By-Laws), the Board of Directors is divided into three classes, each class consisting, as nearly as possible, of one-third of the total number of directors, with members of each class serving for a three-year term. Each year only one class of directors is subject to a stockholder vote. Class I consists of three directors whose term of office expires at the Annual Meeting and whose successors will be elected at the Annual Meeting to serve until the 2019 Annual Meeting of Stockholders. Class II consists of two directors, continuing in office until the 2017 Annual Meeting of Stockholders. Class III consists of two directors, continuing in office until the 2018 Annual Meeting of Stockholders.

The authorized number of directors is set forth in the Company's Certificate of Incorporation and shall consist of not less than five nor more than seven members, the exact number of which shall be fixed from time to time by resolution of the Board. The authorized number of directors is currently seven. If the number of directors is changed, any increase or decrease will be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible. Any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the Board of Directors then in office, provided that a quorum is present, and any other vacancy occurring on the Board of Directors may be filled by a majority of the directors then in office, even if less than a quorum, or by the sole remaining director. Any director of any class elected to fill a vacancy resulting from an increase in the number of directors of such class will hold office for a term that will coincide with the remaining term of that class. Any director elected to fill a vacancy not resulting from an increase in the number of directors will have the same remaining term as that of his or her predecessor.

Based on the recommendation of the Nominating and Corporate Governance Committee, the Board has nominated Michael H. Keown, Charles F. Marcy and Christopher P. Mottern for re-election to the Board as Class I directors. If re-elected at the Annual Meeting, each would serve until the 2019 Annual Meeting of Stockholders and until his successor is elected and duly qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Each of Messrs. Keown, Marcy and Mottern currently serves as a director, and each has agreed to be named in this Proxy Statement and serve if elected. We have no reason to believe that any such nominee will be unable to serve if elected.

All of the present directors were elected to their current terms by the stockholders. There are no family relationships among any directors, nominees for director or executive officers of the Company. Except as disclosed below, none of the continuing directors or nominees is a director of any other publicly held company.

Vote Required

Each share of Common Stock is entitled to one vote for each of the three director seats to be filled at the Annual Meeting and will be given the option of voting FOR or withholding authority to vote for each nominee. Cumulative voting is not permitted. It is the intention of the proxy holders named in the enclosed proxy to vote the proxies received by them FOR the election of the three Board nominees named herein unless the proxies direct otherwise. If any of the Board nominees should be unable to serve or for good cause will not serve, your **GOLD** proxy will be voted for such substitute nominee(s) as the holders of your proxy, acting in their discretion, may determine.

Directors are elected by a plurality of the votes of the shares of Common Stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the election of directors. This means that the three individuals nominated for election to the Board at the Annual Meeting who receive the largest number of properly cast FOR votes (among votes properly cast in person or by proxy) will be elected as directors. In

Table of Contents

director elections, stockholders may either vote FOR or withhold voting authority with respect to director nominees. Shares voting withhold are counted for purposes of determining a quorum. However, if you withhold authority to vote with respect to the election of any or all of the three nominees, your shares will not be voted with respect to those nominees indicated. Therefore, withhold votes will not affect the outcome of the election of directors. Brokers do not have discretionary authority to vote on the election of directors. Broker non-votes and abstentions will have no effect on the election of directors.

Nominees for Election as Directors

Set forth below is biographical information for each of the Board's nominees for election as a Class I director at the Annual Meeting, including a summary of the specific experience, qualifications, attributes and skills which led our Board to conclude that the individual should serve on the Board at this time, in light of the Company's business and structure.

Name	Age	Director Since	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Michael H. Keown	54	2012			
Charles F. Marcy	66	2013		X	Chair
Christopher P. Mottern	72	2013	Chair		X

Michael H. Keown joined the Company as President and Chief Executive Officer on March 23, 2012. Prior to joining the Company, Mr. Keown served in various executive capacities at Dean Foods Company, a food and beverage company, from 2003 to March 2012. He was at WhiteWave Foods Company, a subsidiary of Dean Foods, from 2004 to March 2012, including as President, Indulgent Brands from 2006 to March 2012. He was also responsible for WhiteWave's alternative channel business comprised largely of foodservice. Mr. Keown served as President of the Dean Branded Products Group of Dean Foods from 2003 to 2004. Mr. Keown joined Dean Foods from The Coca-Cola Company, where he served as Vice President and General Manager of the Shelf Stable Division of The Minute Maid Company. Mr. Keown has over 25 years of experience in the Consumer Goods business, having held various positions with E.&J. Gallo Winery and The Procter & Gamble Company. He has served on the Board of Directors and Audit Committee of Welch Foods Inc., a wholly owned subsidiary of the National Grape Cooperative Association, Inc., since June 2015, and, in February 2016, he was appointed to its Pension Investment Committee. In October 2016, Mr. Keown was also appointed Vice Chairman of the Board of Directors of World Coffee Research, a collaborative, not-for-profit 501(c)(5) research organization created by the global coffee industry. Mr. Keown received his undergraduate degree in Economics from Northwestern University. Mr. Keown is a National Association of Corporate Directors (NACD) Governance Fellow and has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Mr. Keown's qualifications to serve on our Board include his in-depth knowledge of food manufacturing, food processing and the foodservice business, marketing and consumer branding experience, expertise in global sourcing, sustainability and corporate responsibility, and his ability to provide a critical link between management and the Board of Directors thereby enabling the Board to provide its oversight function with the benefit of management's perspective of the business.

Charles F. Marcy is an independent business consultant. He served as Interim CEO of Turtle Mountain, LLC, a privately held natural foods company, and the maker of the So Delicious brand of dairy free products from May 2013 until April 2015. Prior to this, he was a principal with Marcy & Partners, Inc., providing strategic planning and acquisition consulting to consumer products companies. Mr. Marcy served as President and Chief Executive Officer and a member of the Board of Directors of Healthy Food Holdings, a holding company for branded better-for-you foods and the maker of YoCrunch Yogurt and Van's Frozen Waffles from 2005 through

Table of Contents

April 2010. Previously, Mr. Marcy served as President, Chief Executive Officer and a Director of Horizon Organic Holdings, then a publicly traded company listed on Nasdaq with a leading market position in the organic food business in the United States and the United Kingdom, from 1999 to 2005. Mr. Marcy also previously served as President and Chief Executive Officer and a member of the Board of Directors of the Sealright Corporation, a manufacturer of food and beverage packaging and packaging systems, from 1995 to 1998. From 1993 to 1995, Mr. Marcy was President of the Golden Grain Company, a subsidiary of Quaker Oats Company and maker of the Near East brand of all-natural grain-based food products. From 1991 to 1993, Mr. Marcy was President of National Dairy Products Corp., the dairy division of Kraft General Foods. From 1974 to 1991, Mr. Marcy held various senior marketing and strategic planning roles with Sara Lee Corporation and Kraft General Foods. Mr. Marcy served as the Chairman of the Finance Committee on the Board of Trustees of Washington and Jefferson College for eleven years until 2014 and has served on the Board of Directors of B&G, Foods, Inc. (B&G), a manufacturer and distributor of shelf-stable food and household products across the United States, Canada and Puerto Rico and a publicly traded company listed on the New York Stock Exchange, since 2010. Mr. Marcy served on the Strategy Committee and currently serves as a member and Chairman of the Audit Committee and a member of the Compensation Committee of the Board of Directors of B&G. Mr. Marcy received his undergraduate degree in Mathematics and Economics from Washington and Jefferson College, and his MBA from Harvard Business School. Mr. Marcy is an NACD Governance Fellow and has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Mr. Marcy's qualifications to serve on our Board include his leadership as a former CEO, extensive experience in the food industry, including foodservice, manufacturing, supply chain, marketing and regulatory experience, as well as his corporate governance and public company board and executive compensation experience.

Christopher P. Mottern is an independent business consultant. He served as President and Chief Executive Officer of Peet's Coffee & Tea, Inc., a specialty coffee and tea company, from 1997 to 2002 and a director of Peet's Coffee & Tea, Inc., from 1997 through 2004. From 1992 to 1996, Mr. Mottern served as President of The Heublein Wines Group, a manufacturer and marketer of wines, now part of Diageo plc, a multinational alcoholic beverage company. From 1986 through 1991, he served as President and Chief Executive Officer of Capri Sun, Inc., one of the largest single-service juice drink manufacturers in the United States. He has served as a director, including lead director, and member of the finance committee, of a number of private companies. Mr. Mottern received his undergraduate degree in Accounting from the University of Connecticut. Mr. Mottern was a Certified Public Accountant. Mr. Mottern is an NACD Governance Fellow and has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Mr. Mottern's qualifications to serve on our Board include his leadership as a former CEO, coffee industry, foodservice, manufacturing, supply chain and consumer branding experience, risk oversight experience, as well as the requisite financial and accounting experience to serve on the Audit Committee, including as an audit committee financial expert under applicable SEC rules.

**THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE FOR
EACH OF THE NOMINEES NAMED ABOVE.**

Table of Contents**Directors Continuing in Office**

Set forth below is biographical information for each director continuing in office and a summary of the specific experience, qualifications, attributes and skills which led our Board to conclude that the individual should serve on the Board at this time, in light of the Company's business and structure.

Name	Age	Director		Term Expiration	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
		Since	Class				
Hamideh Assadi	71	2011	II	2017	X	X	
Guenter W. Berger	79	1980	II	2017			X
Randy Clark	64	2012	III	2018	X	Chair	
Jeanne Farmer Grossman	66	2009	III	2018			

Hamideh Assadi is a retired tax consultant. Prior to her retirement, from March 2012 to March 2016, Ms. Assadi was an independent tax consultant and was an Associate with Chiurazzi & Associates, Seal Beach, California, from March 2007 to March 2012, where she provided tax and business consulting services for multi-state and multi-national businesses in the retail, distribution, manufacturing, real estate and service sectors. Ms. Assadi retired from the Company in January 2007 after more than 23 years of service. Prior to retirement, Ms. Assadi served in a number of roles at the Company. She served as Tax Manager from 1995 to 2006, Cost Accounting Manager from 1990 to 1995, Assistant to Corporate Secretary from 1985 to 1990, and in Production and Inventory Control from 1983 to 1985. Ms. Assadi received her B.S. in Business Administration with an emphasis in Accounting from the College of Business in Tehran, Iran, and a Master's degree in International Law and International Organizations from the School of Law at the University of Tehran, Iran. She also received a Certificate for Professionals in Taxation from the University of California, Los Angeles, and a Certificate of Enrollment to practice before the Internal Revenue Service. Ms. Assadi is an NACD Governance Fellow and has demonstrated her commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Ms. Assadi's qualifications to serve on our Board include her deep knowledge of, and extensive experience as a former employee of, the Company, executive compensation experience, and her credentials and extensive experience in the fields of taxation and accounting.

Guenter W. Berger served as Chairman of the Board until December 2015 when he was appointed Chairman Emeritus. He retired in December 2007 as Chief Executive Officer of the Company after more than 47 years of service in various capacities. Mr. Berger served as Chief Executive Officer of the Company from 2005 to 2007, President from August 2005 through July 2006, and Interim President and Chief Executive Officer from January 2005 to August 2005. For more than 25 years, from 1980 to 2005, Mr. Berger served as Vice President of Torrance inventory, production, coffee roasting and distribution operations. Mr. Berger is an NACD Governance Fellow and has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Mr. Berger's qualifications to serve on our Board include his longstanding tenure with the Company resulting in a deep understanding of our operations and extensive knowledge of the foodservice industry, global sourcing and the production and distribution processes related to coffee, tea and culinary products.

Randy E. Clark was appointed Chairman of the Board in December 2015. He is a retired foodservice executive and retired Certified Public Accountant. He has consulted for equity groups in the food industry since 2009 and has served on the Board of Trustees for Whitworth University since 2012. He served as President and Chief Executive Officer of Border Foods, Inc., the largest producer of green chile in the world and one of the largest producers of jalapeños in the United States, from 2008 to 2011. Mr. Clark's earlier experience includes

Table of Contents

-serving as Chief Executive Officer of Fruit Patch, Inc., one of the largest distributors of stone fruits in the United States; President and Chief Executive Officer of Mike Yurosek & Son, LLC, a produce grower and processor; and Vice President, Sales, Marketing and Production with William Bolthouse Farms, a produce grower and processor. Mr. Clark was a Professor of Accounting and Marketing at the Master's College in Santa Clarita, California, from 1999 to 2003. Mr. Clark received his undergraduate degree from Cedarville College, an M.S. in Accounting from Kent State University, and a Doctorate in Organizational Leadership from Pepperdine University. Mr. Clark is an NACD Governance Fellow and has demonstrated his commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Mr. Clark's qualifications to serve on our Board include his leadership as a former CEO, extensive background and experience in the foodservice business, IT, manufacturing and supply chain experience, involvement in sustainability and corporate responsibility, executive compensation experience, and his accounting and financial expertise.

Jeanne Farmer Grossman is a retired teacher and a homemaker. She is the sister of Carol Farmer Waite, who is a former director and member of the Waite Group, and the late Roy E. Farmer, who served as Chairman of the Board from 2004 to 2005, Chief Executive Officer from 2003 to 2005, and President from 1993 to 2005, and the daughter of the late Roy F. Farmer, who served as Chairman of the Board from 1951 to 2004 and Chief Executive Officer from 1951 to 2003. Ms. Grossman received her undergraduate degree and teaching credentials from the University of California, Los Angeles. Ms. Grossman is an NACD Governance Fellow and has demonstrated her commitment to boardroom excellence by completing NACD's comprehensive corporate governance program for directors.

We believe Ms. Grossman's qualifications to serve on our Board include her extensive knowledge of the Company's culture and sensitivity for Company core values, knowledge of the coffee and foodservice industries, extensive training in program creation and development, curriculum development, the development and evaluation of measurable objective protocol and individual/group task evaluation, as well as committee work in various areas including fundraising, staffing and outreach.

Table of Contents

PROPOSAL NO. 2
RATIFICATION OF SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

The Audit Committee of the Board of Directors has selected Deloitte & Touche LLP (Deloitte) as the independent registered public accounting firm for the Company and its subsidiaries for the fiscal year ending June 30, 2017, and has further directed that management submit this selection for ratification by the stockholders at the Annual Meeting. Deloitte has served as the Company s independent registered public accounting firm since December 23, 2013. A representative of Deloitte is expected to be present at the Annual Meeting, will have the opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Stockholder ratification of the selection of Deloitte as the Company s independent registered public accounting firm is not required by the By-Laws or otherwise. However, the Board is submitting the selection of Deloitte to stockholders for ratification because the Company believes it is a matter of good corporate governance practice. If the Company s stockholders fail to ratify the selection, the Audit Committee will reconsider whether or not to retain Deloitte but still may retain them. Even if the selection is ratified, the Audit Committee, in its discretion, may direct the appointment of a different independent registered public accounting firm at any time during the year if the Audit Committee determines that such a change would be in our best interest and that of our stockholders.

Vote Required

The affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote thereat is required to ratify the selection of Deloitte. Abstentions will have the same effect as votes against the ratification. Because shares held by a broker who has not received instructions from the beneficial owner of the shares as to how such shares are to be voted will not be entitled to vote at the Annual Meeting, broker non-votes will not affect the outcome of this proposal.

THE BOARD RECOMMENDS A VOTE FOR RATIFICATION OF
THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT
REGISTERED PUBLIC ACCOUNTING FIRM.

Table of Contents

**SECURITY OWNERSHIP OF
CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

Security Ownership of Certain Beneficial Owners

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of October 17, 2016, by all persons (including any group as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) known by the Company to be the beneficial owner of more than 5% of the Common Stock as of such date, based on 16,793,561 shares outstanding as of October 17, 2016.

The amounts and percentages of shares beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are not deemed to be outstanding for purposes of computing any other person's percentage. Under these rules, more than one person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership(2)	Percent of Class(3)
Waite Group(2)	4,184,618	24.9%
Richard F. Farmer(3)	2,817,018	16.8%
Jeanne Farmer Grossman(4)	1,205,358	7.2%
Farmer Bros. Co. Employee Stock Ownership Plan(5)	2,159,364	12.9%
Trigran Investments, Inc., Douglas Granat, Lawrence A. Oberman, Steven G. Simon, Bradley F. Simon(6)	1,071,079	6.4%

- (1) The address for the Waite Group is c/o Olshan Frome Wolosky LLP, 1325 Avenue of the Americas, New York, New York 10019. The address of Richard F. Farmer, Jeanne Farmer Grossman and the ESOP is c/o Farmer Bros. Co., 13601 North Freeway, Suite 200, Fort Worth, Texas 76177. The address of Trigran Investments, Inc. is 630 Dundee Road, Suite 230, Northbrook, Illinois 60062.

Table of Contents

- (2) This information is based on a Schedule 13D/A filed with the SEC on September 8, 2016 (the Waite Group Schedule 13D/A). Pursuant to the Waite Group Schedule 13D/A, for purposes of Section 13 of the Exchange Act, Carol Farmer Waite, as trustee, co-trustee, and/or sole beneficiary of certain family trusts named in the Waite Group Schedule 13D/A; Jonathan Michael Waite, as trustee and sole beneficiary of the 2012 Waite Irrevocable Trust; and individuals Suzanna Waite, Austin Waite, Emily Waite, Scott Grossman, Brett Grossman, Brynn Grossman, and Tom Mortensen comprise a group. As set forth in the Waite Group Schedule 13D/A, each member of the Waite Group is the beneficial owner of the following shares of Common Stock (although John Samore, Jr. and Jennifer Gonzalez-Yousef signed the Waite Group Schedule 13D/A, neither individual has reported that they beneficially own any shares of Common Stock):

Name of Beneficial Owner	Total Shares Beneficially Owned	Percent of Class	Sole Voting and Investment Power	Shared Voting and Investment Power
Carol Farmer Waite	3,832,964	22.8%	1,355,236	2,477,728(a)
Jonathan Michael Waite(b)	344,362	2.1%	340,000	4,362
Suzanna Waite	500	*	500	
Austin Waite	50	*	50	
Emily Waite	50	*	50	
Scott Grossman	100	*	100	
Brett Grossman	100	*	100	
Brynn Grossman	100	*	100	
Tom Mortensen	6,392	*	6,392	

* Less than 1%

- (a) Includes 2,168,540 shares of Common Stock beneficially owned by Carol Farmer Waite and Richard F. Farmer, Ph.D. and 309,188 shares of Common Stock beneficially owned by Carol Farmer Waite and Jeanne Farmer Grossman, in each case, as co-trustees of various trusts, for the benefit of such individuals and family members.
- (b) Includes 4,362 shares beneficially owned by Mr. Waite through the ESOP, rounded to the nearest whole share, which were omitted from the Waite Group Schedule 13D/A.
- (3) Includes shares of Common Stock held in various family trusts of which Dr. Farmer is the sole trustee, co-trustee, beneficiary and/or settlor, including: (i) 636,358 shares directly owned through the Richard F. Farmer Revocable Trust dated December 29, 1995, of which Dr. Farmer is the sole settlor, trustee and beneficiary; and (ii) 2,180,660 shares indirectly beneficially owned as co-trustee of various trusts, for the benefit of himself and family members, and over which he has shared voting and dispositive power with (x) Ms. Waite as to 2,168,540 shares (also indicated in the table above as beneficially owned by the Waite Group) and (y) Jeanne Farmer Grossman as to 12,120 shares (also indicated in the table above as beneficially owned by Jeanne Farmer

Grossman).

- (4) Includes shares of Common Stock held in various family trusts of which Ms. Grossman is the sole trustee, co-trustee, beneficiary and/or settlor, including: (i) 9,550 shares as trustee of a trust for the benefit of her daughter; (ii) 858,378 shares as sole trustee of the Jeanne F. Grossman Trust, dated August 22, 1997; (iii) 315,278 shares as co-trustee of various trusts for the benefit of herself and family members, and over which she has shared voting and dispositive power with (x) Dr. Farmer as to 12,120 shares (also indicated in the table above as beneficially owned by Dr. Farmer) and (y) Carol Farmer Waite as to 309,188 shares (also indicated in the table above as beneficially owned by the Waite Group); (iv) 13,794 shares held directly by Ms. Grossman; and (v) 2,328 shares of unvested restricted stock.

Table of Contents

- (5) This information is based on a Schedule 13G/A filed with the SEC on February 16, 2016, and includes 1,768,836 shares of Common Stock that are held in the ESOP and allocated to a participant's account (allocated shares), and 390,528 shares of Common Stock held in the ESOP but not allocated to any participant's account (unallocated shares). The ESOP Trustee votes allocated shares as directed by such participant or beneficiary of the ESOP. Under the terms of the ESOP, the ESOP Trustee will vote all of the unallocated shares and all of the allocated shares for which no voting directions are timely received by the ESOP Trustee, in its independent fiduciary discretion with respect to each item subject to a vote. The present members of the Administrative Committee of the Farmer Bros. Co. Qualified Employee Retirement Plans (the Management Administrative Committee), which administers the ESOP, are Michael H. Keown, Isaac N. Johnston, Jr., Thomas J. Mattei, Jr., Carolyn Suzanne Gargis, Rene E. Peth and Brent Hollingsworth. Each member of the Management Administrative Committee disclaims beneficial ownership of the securities held by the ESOP except for those, if any, that have been allocated to the member as a participant in the ESOP. The number of shares of Common Stock shown in the table above as beneficially owned by the ESOP includes 4,362 shares allocated to Jonathan Michael Waite, as a participant in the ESOP. Mr. Waite is a member of the Waite Group, and, as such, the shares beneficially owned by Mr. Waite through the ESOP are included in the number of share beneficially owned by the Waite Group.
- (6) This information is based on a Schedule 13G filed with the SEC on February 11, 2016 by Trigran Investments, Inc., Douglas Granat, Lawrence A. Oberman, Steven G. Simon and Bradley F. Simon (the Trigran Schedule 13G), which indicates that the reporting persons share voting and dispositive power over the indicated number of shares. Pursuant to the Trigran Schedule 13G, Douglas Granat, Lawrence A. Oberman, Steven G. Simon and Bradley F. Simon are the controlling shareholders and/or sole directors of Trigran Investments, Inc. and may be considered the beneficial owners of shares beneficially owned by Trigran Investments, Inc.

Table of Contents**Security Ownership of Directors and Executive Officers**

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of October 17, 2016, by each of our directors and named executive officers (Named Executive Officers) as well as all of our directors and executive officers as a group, based on 16,793,561 shares outstanding as of October 17, 2016. The amounts and percentages of shares beneficially owned are reported on the basis of SEC regulations governing the determination of beneficial ownership of securities. Under SEC rules, a person is deemed to be a beneficial owner of a security if that person has or shares voting power or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. Securities that can be so acquired are not deemed to be outstanding for purposes of computing any other person's percentage. Under these rules, more than one person may be deemed to be a beneficial owner of securities as to which such person has no economic interest.

Except as otherwise indicated in these footnotes, each of the directors and officers listed has, to our knowledge, sole voting and investment power with respect to the shares of Common Stock.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Non-Employee Directors:		
Hamideh Assadi	11,730	(1) *
Guenter W. Berger	33,506	(2) *
Randy E. Clark	10,465	(3) *
Jeanne Farmer Grossman	1,205,358	(4) 7.2%
Charles F. Marcy	9,726	(5) *
Christopher P. Mottern	13,726	(6) *
Named Executive Officers:		
Michael H. Keown	233,712	(7) 1.4%
Isaac N. Johnston, Jr.	8,710	(8) *
Scott W. Bixby	11,829	(9) *
Barry C. Fischetto	13,575	(10) *
Thomas J. Mattei, Jr.	13,094	(11) *
Mark J. Nelson	1,037	(12) *
All directors and executive officers as a group (12 individuals)	1,566,468	(13) 9.3%

* Less than 1%

(1) Includes 2,328 unvested shares of restricted stock.

(2) Includes 2,328 unvested shares of restricted stock.

- (3) Includes 2,328 unvested shares of restricted stock.

- (4) Includes shares of Common Stock held in various family trusts of which Ms. Grossman is the sole trustee, co-trustee, beneficiary and/or settlor, including: (i) 9,550 shares as trustee of a trust for the benefit of her daughter; (ii) 858,378 shares as sole trustee of the Jeanne F. Grossman Trust, dated August 22, 1997; (iii) 315,278 shares as co-trustee of various trusts for the benefit of herself and family members, and over which she has shared voting and dispositive power with (x) Dr. Farmer as to 12,120 shares (also indicated as beneficially owned by Dr. Farmer in the table above under the heading Security Ownership of Certain Beneficial Owners) and (y) Carol Farmer Waite as to 309,188 shares (also indicated as beneficially owned by the Waite Group in the table above under the heading Security

Table of Contents

Ownership of Certain Beneficial Owners); (iv) 13,794 shares held directly by Ms. Grossman; and (v) 2,328 shares of unvested restricted stock.

- (5) Includes 2,328 unvested shares of restricted stock.
- (6) Includes 2,328 unvested shares of restricted stock.
- (7) Includes 186,470 shares of Common Stock issuable upon exercise of options which are currently exercisable or which will become exercisable within 60 days and 2,170 shares of Common Stock beneficially owned by Mr. Keown through the ESOP, rounded to the nearest whole share.
- (8) Includes 5,886 shares of Common Stock issuable upon exercise of options which are currently exercisable or which will become exercisable within 60 days and 2,824 unvested shares of restricted stock. Mr. Johnston joined the Company as Treasurer and Chief Financial Officer effective October 1, 2015.
- (9) Includes 8,553 shares of Common Stock issuable upon exercise of options which are currently exercisable or which will become exercisable within 60 days, 2,732 unvested shares of restricted stock and 544 shares of Common Stock beneficially owned by Mr. Bixby through the ESOP, rounded to the nearest whole share.
- (10) Includes 10,187 shares of Common Stock issuable upon exercise of options which are currently exercisable or which will become exercisable within 60 days, 2,844 unvested shares of restricted stock and 544 shares of Common Stock beneficially owned by Mr. Fischetto through the ESOP, rounded to the nearest whole share.
- (11) Includes 10,813 shares of Common Stock issuable upon exercise of options which are currently exercisable or which will become exercisable within 60 days and 1,553 shares of Common Stock beneficially owned by Mr. Mattei through the ESOP, rounded to the nearest whole share.
- (12) Includes 1,037 shares beneficially owned by Mr. Nelson through the ESOP, rounded to the nearest whole share. Mr. Nelson stepped down from the position of Treasurer and Chief Financial Officer effective October 1, 2015. Mr. Nelson's employment with the Company terminated on November 30, 2015, in accordance with the terms of his amended employment agreement.
- (13) Pursuant to the Waite Group Schedule 13D/A, Ms. Grossman is no longer a member of a group for purposes of Section 13(d)(3) of the Exchange Act. As a result, the total beneficial ownership of all directors and executive officers as a group indicated in the table above includes only those shares of which Ms. Grossman is the beneficial owner, and excludes 2,817,018 shares of Common Stock beneficially owned by Dr. Farmer and 4,184,618 shares of Common Stock beneficially owned by the Waite Group, including Carol Farmer Waite.

Table of Contents**CORPORATE GOVERNANCE****Director Independence**

At least annually and in connection with any individuals being nominated to serve on the Board, the Board reviews the independence of each director or nominee and affirmatively determines whether each director or nominee qualifies as independent. The Board believes that stockholder interests are best served by having a number of objective, independent representatives on the Board. For this purpose, a director or nominee will be considered to be independent only if the Board affirmatively determines that the director or nominee has no relationship with respect to the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

In making its independence determinations, the Board reviewed transactions, relationships, behavior and arrangements between each director and nominee, or any member of his or her immediate family, and us or our subsidiaries based on information provided by the director or nominee, our records and publicly available information. The Board made the following independence determinations (the transactions, relationships and arrangements reviewed by the Board in making such determinations are set forth in the footnotes below):

Director	Status
Hamideh Assadi	Independent(1)
Guenter W. Berger	Independent(2)
Randy E. Clark	Independent(3)
Jeanne Farmer Grossman	Not Independent(4)
Michael H. Keown	Not Independent(5)
Charles F. Marcy	Independent(6)
Christopher P. Mottern	Independent

(1) Ms. Assadi was an employee of Farmer Bros. from 1983 to 2006, including serving as Tax Manager from 1995 to 2006, Cost Accounting Manager from 1990 to 1995, Assistant to Corporate Secretary from 1985 to 1990, and in Production and Inventory Control from 1983 to 1985. Ms. Assadi is entitled to certain retiree benefits generally available to Company retirees and is entitled to a death benefit provided by the Company to certain of its retirees and employees.

(2) Mr. Berger is the current Chairman Emeritus, former Chairman of the Board and former Chief Executive Officer of the Company. Mr. Berger is entitled to certain retiree benefits generally available to Company retirees and is entitled to a death benefit provided by the Company to certain of its retirees and employees.

(3) Mr. Clark is the current Chairman of the Board.

(4) Ms. Grossman is the sister of Carol Farmer Waite, a former director and member of the Waite Group. As a result of various considerations, in January 2016 the Board determined that Ms. Grossman was no longer independent under the Nasdaq listing standards. Concurrently, Ms. Grossman was removed from the Compensation Committee.

(5) Mr. Keown is the Company's President and Chief Executive Officer.

(6) Mr. Marcy served on the Board of Directors of Community Food Share, a nonprofit corporation, with Mr. Keown for a period ending in 2008.

Board Meetings and Attendance

The Board held 15 meetings during fiscal 2016, including four regular meetings and 11 special meetings. During fiscal 2016, each director attended at least 75% of the total number of meetings of the Board of Directors

Table of Contents

(held during the period for which he or she served as a director) and committees of the Board on which he or she served (during the periods that he or she served). The independent directors generally meet in executive session in connection with each regularly scheduled Board meeting. Under the Company's Corporate Governance Guidelines, continuing directors are expected to attend the Company's annual meeting of stockholders absent a valid reason. All directors who were then serving were present at the 2015 Annual Meeting of Stockholders held on December 3, 2015.

Charters; Code of Conduct and Ethics; Corporate Governance Guidelines

The Board maintains charters for the Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee. In addition, the Board has adopted a written Code of Conduct and Ethics for all employees, officers and directors, which was updated on September 7, 2016. The Board maintains Corporate Governance Guidelines as a framework to promote the functioning of the Board and its committees and to set forth a common set of expectations as to how the Board should perform its functions. Current committee charters, the Code of Conduct and Ethics and the Corporate Governance Guidelines are available on the Company's website at www.farmerbros.com. Information contained on the website is not incorporated by reference in, or considered part of, this Proxy Statement.

Board Committees

The Board of Directors has three standing committees: the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee. Summary information about each standing committee is set forth below. Additionally, from time to time, the Board has established *ad hoc* or other committees, on an interim basis, to assist the Board with its consideration of specific matters, and it expects to continue to do so as it may determine to be prudent and advisable in the future. In fiscal 2016, the Board continued in place the *ad hoc* executive search committee established in fiscal 2015 and created an additional *ad hoc* executive search committee in April 2016 and a Strategy Committee in May 2016.

Audit Committee

The Audit Committee is a standing committee of the Board established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Audit Committee's principal purposes are to oversee, on behalf of the Board, the accounting and financial reporting processes of the Company and the audit of the Company's financial statements. As described in its charter, the Audit Committee's responsibilities include assisting the Board in overseeing: (i) the integrity of the Company's financial statements; (ii) the independent auditor's qualifications and independence; (iii) the performance of the Company's independent auditor and internal audit function; (iv) the Company's compliance with legal and regulatory requirements relating to accounting and financial reporting matters; (v) the Company's system of disclosure controls and procedures, internal control over financial reporting that management has established, and compliance with ethical standards adopted by the Company; and (vi) the Company's framework and guidelines with respect to risk assessment and risk management, including the Company's cyber security risk. The Audit Committee is directly and solely responsible for the appointment, dismissal, compensation, retention and oversight of the work of any independent auditor engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor reports directly to the Audit Committee.

During fiscal 2016, the Audit Committee held four meetings. Christopher P. Mottern currently serves as Chair, and Hamideh Assadi and Randy E. Clark currently serve as members of the Audit Committee. All members of the Audit Committee meet the Nasdaq composition requirements, including the requirements regarding financial literacy and financial sophistication, and the Board has determined that each member is independent under the Nasdaq listing standards and the rules of the SEC regarding audit committee membership. The Board has determined that at least one

member of the Audit Committee is an audit committee financial expert as defined in Item 407(d) of Regulation S-K under the Exchange Act. That person is Christopher P. Mottern, the Audit Committee Chair.

Table of Contents

Compensation Committee

The Compensation Committee is a standing committee of the Board. As described in its charter, the Compensation Committee's principal purposes are to discharge the Board's responsibilities related to compensation of the Company's executive officers and administer the Company's incentive and equity compensation plans. The Compensation Committee's objectives and philosophy with respect to the fiscal 2016 executive compensation program, and the actions taken by the Compensation Committee in fiscal 2016 with respect to the compensation of our Named Executive Officers, are described below under the heading "Compensation Discussion and Analysis."

The Compensation Committee also is responsible for evaluating and making recommendations to the Board regarding director compensation. In addition, the Compensation Committee is responsible for conducting an annual risk evaluation of the Company's compensation practices, policies and programs.

During fiscal 2016, the Compensation Committee held 11 meetings. Randy E. Clark currently serves as Chair, and Hamideh Assadi and Charles F. Marcy currently serve as members of the Compensation Committee. Jeanne Farmer Grossman served on the Compensation Committee during fiscal 2016, including as Chair of the Compensation Committee through September 24, 2015, with her service on the Compensation Committee ending on January 28, 2016. The Board has determined that all current Compensation Committee members are independent under the Nasdaq listing standards.

Compensation Consultant

The Compensation Committee has the authority to retain the services of outside consultants to assist it in performing its responsibilities. In fiscal 2016, the Compensation Committee engaged Meridian Compensation Partners, LLC (Meridian) for, (i) with respect to the Compensation Committee, advisory and consulting services relating to the Company's executive officer and director compensation programs (including selection of a peer group for purposes of comparing compensation levels relative to our peers), consultation regarding short-term and long-term incentive plan design, and consultation regarding corporate governance practices and general Compensation Committee matters and processes, and (ii) with respect to the Nominating and Corporate Governance Committee, consultation regarding processes related to officer succession planning and performance assessment with respect to our President and Chief Executive Officer. During the first quarter of fiscal 2016, the Compensation Committee also engaged Vivient Consulting to provide survey data; however, the Compensation Committee did not use any of the data provided by Vivient in making compensation decisions in fiscal 2016 and, as such, Vivient Consulting did not play a role in determining or recommending the amount or form of executive or director compensation.

Meridian provided no other services to the Company or its affiliates during fiscal 2016 other than as described above. The Compensation Committee has determined that Meridian is independent according to the criteria required by the SEC in Rule 10C-1 of the Exchange Act.

Management's Role in Establishing Compensation

The compensation of the executive officers is determined by the Compensation Committee, taking into account the input and recommendations of our President and Chief Executive Officer regarding compensation for those executive officers reporting to him, and taking into account the input and recommendations of the Nominating and Corporate Governance Committee regarding compensation of our President and Chief Executive Officer. Our President and Chief Executive Officer may also make a recommendation to the Compensation Committee with respect to his compensation; however the Compensation Committee, after receiving the input and recommendations of the Nominating and Corporate Governance Committee, has sole authority for all final compensation determinations

regarding our President and Chief Executive Officer. Our President and Chief Executive Officer, Chief Financial Officer and General Counsel routinely attend the meetings of the Compensation Committee to provide input, as requested by the Compensation Committee and, in the case of the

Table of Contents

General Counsel, to act as secretary for the meeting; however, no executive officer has any role in approving his or her own compensation, and neither our President and Chief Executive Officer nor any other executive officer is present during the portion of the meeting at which the Compensation Committee considers his or her own compensation.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is a standing committee of the Board. The Nominating and Corporate Governance Committee's principal purposes are (i) monitoring the Company's corporate governance structure; (ii) assisting the Board in fulfilling its oversight responsibilities with respect to the management of risks associated with corporate governance; (iii) ensuring that the Board is appropriately constituted in order to meet its fiduciary obligations, including by identifying individuals qualified to become Board members and members of Board committees, recommending to the Board director nominees for the next annual meeting of stockholders or for appointment to vacancies on the Board, and recommending to the Board nominees for each committee of the Board; (iv) leading the Board in its annual review of the Board's performance; (v) conducting the annual performance review of the Chief Executive Officer and communicating the results to the Board; and (vi) overseeing succession planning for senior management.

During fiscal 2016, the Nominating and Corporate Governance Committee met four times. Charles F. Marcy currently serves as Chair, and Guenter W. Berger and Christopher P. Mottern currently serve as members of the Nominating and Corporate Governance Committee. The Board has determined that all directors who currently serve on the Nominating and Corporate Governance Committee are independent under the Nasdaq listing standards. Ms. Grossman served on the Nominating and Corporate Governance Committee during fiscal 2016 but was not reappointed in December 2015.

Other Committees

In fiscal 2016, the Board continued in place the *ad hoc* search committee established in fiscal 2015, and created an additional *ad hoc* search committee in April 2016. The fiscal 2015 *ad hoc* search committee was composed of Hamideh Assadi, Randy E. Clark, Michael H. Keown and Christopher P. Mottern and the 2016 *ad hoc* search committee is composed of Randy E. Clark, Michael H. Keown and Christopher P. Mottern. Each of the committees was established to assist the Board in identifying and evaluating potential candidates for certain executive level positions within the Company. In total, the committees held three meetings during fiscal 2016.

In May 2016, the Board created a strategy committee (the Strategy Committee) to assist the Board with identifying, developing and refining the Company's corporate strategy. The Strategy Committee held its first meeting in fiscal 2017. Randy E. Clark, Charles F. Marcy and Christopher P. Mottern currently serve as members of the Strategy Committee.

Director Qualifications and Board Diversity

The Nominating and Corporate Governance Committee is responsible for determining Board of Director membership qualifications and for selecting, evaluating and recommending to the Board nominees for the annual election to the Board and to fill vacancies as they arise. The Nominating and Corporate Governance Committee maintains, with the approval of the Board, guidelines for selecting nominees to serve on the Board and considering stockholder recommendations for nominees. The Nominating and Corporate Governance Committee believes that the ideal constitution of the Board of Directors should include, and thus its nominees to the Board of Directors should promote, the following composition of directors: the Chief Executive Officer of the Company; one or more nominees with

upper management experience with the Company, in the coffee industry, in a complementary industry or who have desired professional expertise; three nominees who are independent and have the requisite accounting or financial qualifications to serve on the Audit Committee; and at least three nominees who are independent and have executive compensation experience to serve on the Compensation Committee. All nominees should contribute substantially to the Board's oversight responsibilities and reflect the

Table of Contents

needs of the Company's business. Additionally, the Nominating and Corporate Governance Committee believes that a member of the Farmer family, founding and substantial stockholders of the Company, or their representative should serve on the Board of Directors. The Nominating and Corporate Governance Committee believes that diversity has a place when choosing among candidates who otherwise meet the selection criteria, but the Company has not established a policy concerning diversity in Board composition.

Directors should possess the highest personal and professional ethics, integrity and values and should be committed to representing the long-term interests of the Company's stockholders. The Nominating and Corporate Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best perpetuate the success of the Company's business and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. Prior to nominating a sitting director for reelection, the Nominating and Corporate Governance Committee will consider the director's past attendance at, and participation in, meetings of the Board and its committees, the director's formal and informal contributions to the Board and its committees, and the director's adherence to the Corporate Governance Guidelines and other Board approved policies.

The Nominating and Corporate Governance Committee is responsible for evaluating and recommending to the Board the total size and composition of the Board. In connection with the annual nomination of directors, the Nominating and Corporate Governance Committee reviews with the Board the composition of the Board as a whole and recommends, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, background and diversity advisable for the Board as a whole. The Nominating and Corporate Governance Committee undertakes, on an annual basis, a skills and experience evaluation to assist the committee in planning director education programs and to identify desired skill and experience for future director nominees. The background of each director and nominee is described above under Proposal No. 1 Election of Directors.

For purposes of identifying nominees for the Board of Directors, the Nominating and Corporate Governance Committee often relies on professional and personal contacts of the Board and senior management. If necessary, the Nominating and Corporate Governance Committee may explore alternative sources for identifying nominees, including engaging, as appropriate, a third party search firm to assist in identifying qualified candidates. No such search firms were retained by the Nominating and Corporate Governance Committee in fiscal 2016.

The Nominating and Corporate Governance Committee will consider recommendations for director nominees from Company stockholders. Biographical information and contact information for proposed nominees should be sent to Farmer Bros. Co., 13601 North Freeway, Suite 200, Fort Worth, Texas 76177, Attention: Secretary. The Nominating and Corporate Governance Committee will evaluate candidates proposed by stockholders using the following criteria: Board needs (see discussion of slate of nominees above); relevant business experience; time availability; absence of conflicts of interest; and perceived ability to contribute to the Company's success. The process may also include interviews and additional background and reference checks for non-incumbent nominees, at the discretion of the Nominating and Corporate Governance Committee.

Board Leadership Structure

Under our By-Laws, the Board of Directors, in its discretion, may choose a Chairman of the Board of Directors. If there is a Chairman of the Board of Directors, such person may exercise such powers as provided in the By-Laws or assigned by the Board of Directors. Randy E. Clark was appointed Chairman of the Board of Directors in December 2015. As described above under Proposal No. 1 Election of Directors, Mr. Clark has served on our Board of Directors since 2012.

Notwithstanding the current separation of Chairman of the Board and Chief Executive Officer, our Chairman of the Board is generally responsible for soliciting and collecting agenda items from other members of the Board and the Chief Executive Officer, and the Chief Executive Officer is generally responsible for leading

Table of Contents

discussions during Board meetings. This structure allows for effective and efficient Board meetings and information flow on important matters affecting the Company. Other than Mr. Keown and Ms. Grossman, all members of the Board are independent and each of the Audit, Compensation and Nominating and Corporate Governance Committees of the Board are composed solely of independent directors. Due principally to the limited size of the Board, the Board has not formally designated a lead independent director and believes that as a result thereof, executive sessions of the Board, which are attended solely by independent directors, result in an open and free flow of discussion of any and all matters that any director may believe relevant to the Company and/or its management.

Although the roles of Chairman and Chief Executive Officer are currently filled by different individuals, no single leadership model is right for all companies at all times, and the Company has no bylaw or policy in place that mandates this leadership structure.

Board's Role in Risk Oversight

The Board of Directors recognizes that although management is responsible for identifying risk and risk controls related to business activities and developing programs and recommendations to determine the sufficiency of risk identification and the appropriate manner in which to control risk, the Board plays a critical role in the oversight of risk. The Board implements its risk oversight responsibilities by having management provide periodic briefing and informational sessions on the significant risks that the Company faces and how the Company is seeking to control risk if and when appropriate. In some cases, a Board committee is responsible for oversight of specific risk topics. For example, the Audit Committee has oversight responsibility of risks associated with financial accounting and audits, internal control over financial reporting, cyber security, and the Company's major financial risk exposures, including risks relating to pension plan investments, commodity risk and hedging programs. The Compensation Committee has oversight responsibility of risks relating to the Company's compensation policies and practices. At each regular meeting, or more frequently as needed, the Board of Directors considers reports from the Audit Committee and Compensation Committee which provide detail on risk management issues and management's response. The Board of Directors as a whole, examines specific business risks in its periodic reviews of the individual business units and also of the Company as a whole, as part of its regular reviews, including as part of the strategic planning process and annual budget review and approval. Beyond formal meetings, the Board and its committees have regular access to senior executives, including the Company's Chief Executive Officer and Chief Financial Officer. The Company believes that its leadership structure promotes effective Board oversight of risk management because the Board directly, and through its various committees, is regularly provided by management with the information necessary to appropriately monitor, evaluate and assess the Company's overall risk management, and all directors are involved in the risk oversight function.

Compensation-Related Risk

As part of its risk oversight role, our Compensation Committee annually considers whether our compensation policies and practices for all employees, including our executive officers, create risks that are reasonably likely to have a material adverse effect on our Company. In fiscal 2016, the Compensation Committee noted several design features of our compensation programs that reduce the likelihood of excessive risk-taking, including, but not limited to, the following:

Variable incentive awards represent a significant portion of executive officer total direct compensation, serving as retention tools and incentivizing performance with a balanced mix of cash annual incentive awards and longer-term equity incentive compensation in the form of stock options that are wholly

subject to time-based vesting and partially subject to performance-based vesting.

Our Compensation Committee periodically reviews comparative compensation data to maintain competitive compensation levels in light of our industry, annual revenue, significant founding family share ownership and/or other business characteristics.

Table of Contents

Our executive officers and non-employee directors are subject to stock ownership guidelines which are structured to align their interests with those of our broader stockholder base and emphasize principles of risk management and focus on long-term growth.

Annual cash incentive awards have limits on their payouts, can be earned on a graded basis (rather than all or nothing) and do not provide for minimum guaranteed payouts.

We maintain a claw-back policy, allowing the Compensation Committee to seek recoupment of certain incentive compensation in the event of a material financial restatement as a result of fraud or misconduct.

Our Insider Trading Policy includes an anti-hedging policy.

Communication with the Board

The Company's annual meeting of stockholders provides an opportunity each year for stockholders to ask questions of, or otherwise communicate directly with, members of the Board on appropriate matters. In addition, stockholders may communicate in writing with any particular director, any committee of the Board, or the directors as a group, by sending such written communication to the Secretary of the Company at the Company's principal executive offices, 13601 North Freeway, Suite 200, Fort Worth, Texas 76177. Copies of written communications received at that address will be collected and organized by the Secretary and provided to the Board or the relevant director unless the communications are considered, in the reasonable judgment of the Secretary, to be inappropriate for submission to the intended recipient(s). Examples of stockholder communications that would be considered inappropriate for submission to the Board include, without limitation, customer complaints, solicitations, communications that do not relate directly or indirectly to the Company's business, or communications that relate to improper or irrelevant topics. The Secretary or his or her designee may analyze and prepare a response to the information contained in communications received and may deliver a copy of the communication to other Company employees or agents who are responsible for analyzing or responding to complaints or requests. Communications concerning possible director nominees submitted by any of our stockholders will be forwarded to the members of the Nominating and Corporate Governance Committee.

Table of Contents**EXECUTIVE OFFICERS**

The following table sets forth the executive officers of the Company as of the date hereof. At each annual meeting of the Board, the Board formally re-appoints the executive officers, and all executive officers serve at the pleasure of the Board. No executive officer has any family relationship with any director or nominee, or any other executive officer.

Name(1)	Age	Title	Executive Officer Since
Michael H. Keown	54	President and Chief Executive Officer	2012
Isaac N. Johnston, Jr.	54	Treasurer and Chief Financial Officer	2015
Scott W. Bixby	55	Senior Vice President, General Manager Direct Store Delivery	2015
Barry C. Fischetto	47	Senior Vice President of Operations	2014
Thomas J. Mattei, Jr.	46	General Counsel and Assistant Secretary	2015

(1) Mr. Johnston was appointed Treasurer and Chief Financial Officer effective October 1, 2015. Mr. Nelson, the Company's former Treasurer and Chief Financial Officer, stepped down from that position effective October 1, 2015. Mr. Nelson's employment with the Company terminated on November 30, 2015, in accordance with the terms of his amended employment agreement.

Michael H. Keown joined the Company as President and Chief Executive Officer on March 23, 2012. Prior to joining the Company, Mr. Keown served in various executive capacities at Dean Foods Company, a food and beverage company, from 2003 to March 2012. He was at WhiteWave Foods Company, a subsidiary of Dean Foods, from 2004 to March 2012, including as President, Indulgent Brands from 2006 to March 2012. He was also responsible for WhiteWave's alternative channel business comprised largely of foodservice. Mr. Keown served as President of the Dean Branded Products Group of Dean Foods from 2003 to 2004. Mr. Keown joined Dean Foods from The Coca-Cola Company, where he served as Vice President and General Manager of the Shelf Stable Division of The Minute Maid Company. Mr. Keown has over 25 years of experience in the Consumer Goods business, having held various positions with E.&J. Gallo Winery and The Procter & Gamble Company. He has served on the Board of Directors and Audit Committee of Welch Foods Inc., a wholly-owned subsidiary of the National Grape Cooperative Association, Inc., since June 2015, and, in February 2016, he was appointed to its Pension Investment Committee. In October 2016, Mr. Keown was also appointed Vice Chairman of the Board of Directors of World Coffee Research, a collaborative, not-for-profit 501(c)(5) research organization created by the global coffee industry. Mr. Keown received his undergraduate degree in Economics from Northwestern University.

Isaac N. Johnston, Jr. joined the Company as Treasurer and Chief Financial Officer effective October 1, 2015. Prior to joining the Company, Mr. Johnston served as President of WWW-Winning Enterprises, LLC (Winning Enterprises), a consulting company he founded, focusing on implementing productivity programs from June 2014 to September 2015. Prior to that, from January 2013 to June 2014, Mr. Johnston served as the Executive Vice President, CFO of Operations and Chief Transformation Officer at United Surgical Partners International, Inc. (USPI), a partner in a network of surgical and imaging facilities across the nation, where his primary focus was on transforming the

supply chain structure to a more cost competitive model. Prior to USPI, from 2012 to 2013, he served as President of Winning Enterprises. Prior to that, for 27 years, from 1985 to 2012, Mr. Johnston served at PepsiCo Inc., a global food and beverage company, in several senior leadership roles, including from 2010 to 2012 as Senior Vice President of Company Wide Productivity and Advanced Research Commercialization at Frito-Lay North America, from 2009 to 2010 as Senior Vice President of Procurement at PepsiCo, from 2005 to 2009 as Senior Vice President Finance at Frito-Lay North America, and from 2001 to 2005 as Chief Financial Officer of Frito-Lay Canada. Mr. Johnston graduated with an undergraduate degree in Accounting from Oklahoma State University and was a Certified Public Accountant in the State of Texas from 1987 to 1991.

Table of Contents

Scott W. Bixby joined the Company as Senior Vice President, General Manager Direct Store Delivery effective May 27, 2015. Prior to joining the Company, Mr. Bixby served as Vice President, Customer Development for Hill's Pet Nutrition, a leader in specialty pet nutrition products and a subsidiary of the Colgate-Palmolive Company, from 2013 to May 2015. Mr. Bixby's responsibilities included all US customer sales relationships, e-commerce, customer service, consumer services, retail marketing, and multi-functional customer development. From 2004 to 2012, Mr. Bixby served as Senior Vice President and Chief Merchandising Officer for Food Services of America, part of Services Group of America, one of the nation's largest privately-held broadline foodservice distributors, leading the procurement and merchandising side of the business for the Food Group distribution comprised of Ameristar Meats, Amerifresh Produce, GAMPAC Transportation, and Systems Services of America. Prior to Food Services of America, Mr. Bixby served three years as Vice President of Sales at the Campbell Soup Company, a producer of canned soups and related products. Prior to the Campbell Soup Company, Mr. Bixby served for 19 years at The Procter & Gamble Company, a multinational consumer goods company, in a variety of sales management and marketing roles with increasing responsibilities, and played key leadership roles in building customer-focused, multi-functional sales teams responsible for working with many of the nation's leading retailers including Costco Wholesale, H-E-B, Kroger, SuperValu and Safeway. Mr. Bixby graduated with an undergraduate degree in Marketing from Colorado State University.

Barry C. Fischetto joined the Company as Senior Vice President of Operations effective December 2, 2014. Prior to joining the Company, Mr. Fischetto, served as chief operating officer of SK Food Group, a subsidiary of Premium Brands Holdings Corporation, a producer, marketer and distributor of branded specialty food products, traded on the Toronto Stock Exchange, from 2013 to August 2014. From 2010 to 2013 Mr. Fischetto served as chief operating officer and from 2007 to 2010 as senior vice president at Millard Refrigerated Services, Inc. (Millard), a privately held temperature controlled supply chain solutions company, leading a 38-facility workforce with process improvements and best-in-class service levels to provide scalable process reliability. Prior to joining Millard, Mr. Fischetto held leadership positions with increasing responsibilities in supply chain management and continual process improvement with ConAgra Foods, Inc. and Nabisco. Mr. Fischetto received his MBA in Operations Management from Long Island University and his undergraduate degree in Business Management from St. Thomas Aquinas College.

Thomas J. Mattei, Jr. was promoted to General Counsel effective December 4, 2014 and appointed Assistant Secretary effective August 6, 2015. Mr. Mattei joined the Company in January 2013 as Vice President and Corporate Counsel. Prior to joining the Company, Mr. Mattei was in private practice with Weintraub Tobin Chediak Coleman Grodin Law Corporation and Weissmann Wolff Bergman Coleman Grodin & Evall LLP in Beverly Hills, CA, from July 2004 to December 2012, with primary responsibilities in corporate, finance and real estate transactional matters. From October 1999 to July 2004, Mr. Mattei was a Corporate Associate at Latham & Watkins LLP in Los Angeles, CA, with primary responsibilities in securities, mergers and acquisitions, and general corporate matters. Mr. Mattei received his undergraduate degree in Public Policy from Duke University and his Juris Doctor from the University of Virginia School of Law.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis describes our executive compensation philosophy, objectives, and programs, the decisions made under those programs and factors considered by our Compensation Committee in fiscal 2016 with respect to the compensation of our Named Executive Officers.

Fiscal 2016 Named Executive Officers

In fiscal 2016, our named executive officers consisted of five current executive officers and one former executive officer as set forth in the table below (our Named Executive Officers):

Current Executive Officers	Former Executive Officer
Included Among Fiscal 2016 Named Executive Officers	Included Among Fiscal 2016 Named Executive Officers
Michael H. Keown	Mark J. Nelson(1)
President and Chief Executive Officer	Former Treasurer and Chief