

MATTEI THOMAS J JR
 Form 4/A
 December 04, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATTEI THOMAS J JR

(Last) (First) (Middle)

**FARMER BROS. CO., 1912
 FARMER BROTHERS DRIVE**

(Street)

NORTHLAKE, TX 76262

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FARMER BROTHERS CO [FARM]

3. Date of Earliest Transaction (Month/Day/Year)

11/10/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

11/14/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
GEN COUNSEL, ASST. SECRETARY

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title of Underlying Security (Instr. 3 and 4)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V			
Performance-Based Restricted Stock Units (PBRsUs)	\$ 31.7	11/10/2017	A	2,954 (1)	(2)	11/10/2024	Commo Stock	
Stock Option (right to buy)	\$ 31.7	11/10/2017	A	8,995 (4)	(5)	11/10/2024	Commo Stock	
Stock Option (right to buy)	\$ 32.85	11/10/2017	D		1,953 (7)	11/10/2023	Commo Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTEI THOMAS J JR FARMER BROS. CO. 1912 FARMER BROTHERS DRIVE NORTHLAKE, TX 76262			GEN COUNSEL, ASST. SECRETARY	

Signatures

/s/ Thomas J.
Mattei, Jr. 12/04/2017

**Signature of Reporting
Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Corrected number of PBRsUs granted.
Grant of performance-based restricted stock units ("PBRsUs") under the Farmer Bros. Co. 2017 Long-Term Incentive Plan (the "Plan"). The target number of PBRsUs is presented in the table. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, the PBRsUs are scheduled to vest based on achievement of certain financial performance goals for the performance period July 1, 2017 through June 30, 2020. At the end of the three-year performance period, the number of PBRsUs that actually vest will be 0% to 150% of the target amount, depending on the extent to which Farmer Bros. Co. meets or exceeds certain financial performance goals measured over the full three-year performance period. The maximum number of PBRsUs that may vest at the end of the three-year performance period is 4,431 (150% of the target amount).
- (3) Corrected number of PBRsUs beneficially owned after the reported transaction.
- (4) Corrected number of shares issuable under the stock option granted.
- (5) Grant of non-qualified stock option under the Plan; the stock option vests pursuant to a three year vesting schedule, whereby one-third of the total number of shares issuable under the option becomes exercisable each year on the anniversary of the grant date, commencing on November 10, 2018, subject to certain continued employment conditions and subject to accelerated vesting in certain

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circumstances.

- (6) Corrected number of shares issuable under stock options beneficially owned after the reported transaction.

Forfeiture of performance-based non-qualified stock options ("PNQs") granted to the Reporting Person on 11/10/2016 under the Farmer Bros. Co. Amended and Restated 2007 Long-Term Incentive Plan that were eligible to vest based on time and the achievement of certain financial performance objectives. Upon grant, the target vesting amount was reported in Table II of Form 4 filed with the

- (7) SEC on 11/14/2016. On 11/10/2017, based on the Issuer's failure to achieve certain financial performance objectives over the applicable performance period, a total of 1,953 PNQs were forfeited. Of the remaining 7,815 PNQs subject to the award, as of 11/10/2017, 2,605 PNQs have vested and 5,210 PNQs remain eligible to vest. Subject to certain continued employment conditions and subject to accelerated vesting in certain circumstances, one half of the remaining PNQs are scheduled to vest on each of 11/10/2018 and 11/10/2019.

Remarks:

This Form 4 is being amended to report the corrected number of PBRSUs and shares issuable under non-qualified stock options.

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

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