

Waite Carol Farmer
Form 4
January 22, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Waite Carol Farmer

(Last) (First) (Middle)

660 NEWPORT CENTER DRIVE,
SUITE 1600

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FARMER BROTHERS CO [FARM]

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

01/05/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/05/2018 | | J(1)(2)(3) | | 1,441,653 | D | \$ 0 |
| | | | | | (3) | | (4) (3) |
| | | | | | | | 1,720,605 |
| | | | | | | | (3) |
| | | | | | | | I |
| | | | | | | | See footnotes (6) (7) |
| Common Stock | 01/05/2018 | | J(1)(2)(5) | V | 231,187 | D | \$ 0 |
| | | | | | (5) | | (4) (5) |
| | | | | | | | 1,720,605 |
| | | | | | | | (5) |
| | | | | | | | I |
| | | | | | | | See footnotes (6) (7) |
| Common Stock | 01/05/2018 | | J(1)(2)(5) | V | 231,187 | A | \$ 0 |
| | | | | | (5) | | (4) (5) |
| | | | | | | | 1,720,605 |
| | | | | | | | (5) |
| | | | | | | | I |
| | | | | | | | See footnotes (6) (7) |

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

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(9-02)

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 Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Waite Carol Farmer 660 NEWPORT CENTER DRIVE, SUITE 1600 NEWPORT BEACH, CA 92660 | | X | | |

Signatures

/s/ Ryan C. Wilkins, as Attorney-In-Fact for Carol Lynn Farmer Waite
Date: 01/22/2018

__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).
- Reflects the transactions described in footnote (2), below, which were effected pursuant to court order and completed on January 5, 2018, in connection with that certain Settlement Agreement and Mutual Release, effective November 21, 2017, by and among the reporting
- (1) person, Richard Farmer, Jeanne Grossman, Jonathan M. Waite, Brett Matthew Grossman, Scott Michael Grossman and Brynn Grossman (the "Settlement Agreement") related to a number of family trusts for which the reporting person was (and in certain cases continues to be) the trustee or co-trustee and had (or continues to have) sole or shared voting and dispositive power over the shares.
 - (2) The transactions referenced in footnote (1), above, include: (a) Richard Farmer's resignation as co-trustee from certain of the family trusts of which the reporting person or Jeanne Grossman also served as co-trustee, upon which either the reporting person or Jeanne Grossman became sole trustee, as applicable, (b) the reporting person's resignation as co-trustee from certain other family trusts of which Richard Farmer or Jeanne Grossman also served as co-trustee, upon which either Richard Farmer or Jeanne Grossman became sole trustee, as applicable, and (c) the division of the assets of certain other family trusts of which the reporting person was co-trustee (collectively, the "GAP Trusts"), including the shares of Common Stock held by the GAP Trusts (collectively, the "Distributed Shares"), into three separate

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and equal parts, the distribution of such shares to each of the reporting person, Richard Farmer and Jeanne Grossman, and the subsequent dissolution of the GAP Trusts.

- Reflects the following transactions in connection with the Settlement Agreement: (a) the reporting person's resignation as co-trustee with respect to certain family trusts, resulting in the reporting person no longer having beneficial ownership of 979,280 shares held by such trusts, and (b) the distribution in three equal parts of the Distributed Shares, resulting in the reporting person no longer having beneficial ownership of two-thirds of the Distributed Shares, or 462,373 shares, previously held by the GAP Trusts.
- (3) The various share transfers effected in connection with the Settlement Agreement were made for no consideration.
- Represents the one-third of the Distributed Shares that were distributed from the GAP trusts and subsequently transferred to the Carol L. Waite Trust. The number of shares of Common Stock beneficially owned indirectly by the reporting person did not change as the result of this transfer.
- (5) Following the consummation of the transactions contemplated by the Settlement Agreement, the reporting person serves as the co-trustee of each of the Farmer Insurance Trust and 1984 Jonathan Michael Waite Trust, and as sole trustee of the Carol L. Waite Trust, 1964 Carol Lynn Farmer Waite Trust, 1969 Carol Lynn Farmer Waite Trust, 1972 Carol Lynn Farmer Waite Trust, 1987 Roy F Farmer Trust I, 1988 Roy F Farmer Trust I, and 2012 Grossman Irrevocable Trust (collectively, the "Carol Waite Trusts") and has sole or shared voting and dispositive power over the shares of Common Stock held by the Carol Waite Trusts.
- (6) At the option of the reporting person, the entire amount of the shares of Common Stock held by the Carol Waite Trusts is being reported. The reporting person disclaims beneficial ownership of such shares except to the extent of her pecuniary interest therein.
- (7)

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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