

Levin Easterly Partners LLC
Form 3
April 10, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting
Person *

Levin Easterly Partners LLC

(Last) (First) (Middle)

595 MADISON
AVENUE, 17TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/31/2019

3. Issuer Name and Ticker or Trading Symbol
FARMER BROTHERS CO [FARM]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
X Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock (1) (2)

1,822,456

I

By: Managed Accounts of Levin
Easterly Partners LLC (3) (4)

Common Stock (1) (2)

1,115

I

By: A Managed Account of Levin
Capital Strategies, LP (5) (6)

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

SEC 1473 (7-02)

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information contained in this form are not
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Levin Easterly Partners LLC 595 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
LE Partners Holdings LLC 138 CONANT STREET BEVERLY, MA 01915	Â	Â X	Â	Â
LE Partners Holdings II LLC 138 CONANT STREET BEVERLY, MA 01915	Â	Â X	Â	Â
LE Partners Holdings III LLC 138 CONANT STREET BEVERLY, MA 01915	Â	Â X	Â	Â
LE Partners Holdings IV LLC 138 CONANT STREET BEVERLY, MA 01915	Â	Â X	Â	Â
Murphy John W 595 MADISON AVENUE 17TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Kalichstein Avshalom 138 CONANT STREET SUITE 500 BEVERLY, MA 01915	Â	Â X	Â	Â
CRATE DARRELL W 138 CONANT STREET BEVERLY, MA 01915	Â	Â X	Â	Â

Signatures

Levin Easterly Partners; By: /s/
Darrell Crate, Chairman

04/10/2019

__Signature of Reporting Person

Date

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LE Partners Holdings LLC; By:		
/s/ Darrell Crate, Managing		04/10/2019
Director		
<u> </u> **Signature of Reporting Person		Date
LE Partners Holdings II LLC;		
By: /s/ Darrell Crate, Managing		04/10/2019
Director		
<u> </u> **Signature of Reporting Person		Date
LE Partners Holdings III LLC;		
By: /s/ Darrell Crate, Managing		04/10/2019
Director		
<u> </u> **Signature of Reporting Person		Date
LE Partners Holdings IV LLC;		
By: /s/ Darrell Crate, Managing		04/10/2019
Director		
<u> </u> **Signature of Reporting Person		Date
/s/ Darrell Crate		04/10/2019
<u> </u> **Signature of Reporting Person		Date
/s/ Avshalom Kalichstein		04/10/2019
<u> </u> **Signature of Reporting Person		Date
/s/ John Murphy		04/10/2019
<u> </u> **Signature of Reporting Person		Date
Levin Capital Strategies, LP;		
By: /s/ John A. Levin, Chief		04/10/2019
Executive Officer		
<u> </u> **Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Form 3 is being jointly filed by Levin Easterly Partners LLC ("Levin Easterly"), LE Partners Holdings LLC ("LEPH"), LE Partners Holdings II LLC ("LEPH II"), LE Partners Holdings III LLC ("LEPH III"), LE Partners Holdings IV LLC ("LEPH IV"), Darrell Crate ("Mr. Crate"), Avshalom Kalichstein ("Mr. Kalichstein"), John Murphy ("Mr. Murphy"), and Levin Capital Strategies, LP ("LCS") (collectively, the "Reporting Persons").

(2) The Reporting Persons are voluntarily filing this Form 3 as a result of acquiring over 10% of the Issuer's outstanding shares of Common Stock. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be construed as an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any of the securities reported herein under Section 16 or otherwise. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

(3) Shares held in certain separately managed accounts (the "LEP Managed Accounts"). Levin Easterly, as the investment manager to the LEP Managed Accounts, may be deemed to beneficially own such shares. Levin Easterly does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the LEP Managed Accounts as Levin Easterly receives an asset-based management fee for serving as investment manager to the LEP Managed Accounts, except that with respect to 12,133 shares held in the LEP Managed Accounts, Levin Easterly receives a performance-based incentive fee. The performance-based incentive fee Levin Easterly receives also does not constitute a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act, as such fee is based on the performance of the overall account, over a period of one year or more, and the shares of the Issuer held in such accounts constitute nor

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more than 10% of the market value thereof.

- (4) For the reasons set forth above in footnote 3, none of LEPH, LEPH II, LEPH III, LEPH IV, Mr. Crate, Mr. Kalichstein and Mr. Murphy have a reportable pecuniary interest in the shares held in the LEP Managed Accounts.

- (5) Shares held in a certain separately managed account (the "LCS Managed Account"). LCS, as the investment manager to the LCS Managed Account, may be deemed to beneficially own such shares. LCS does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the LCS Managed Account as LCS receives an asset-based management fee for serving as investment manager to the LCS Managed Account.

- (6) For the reasons set forth above in footnote 5, Mr. Murphy does not have a reportable pecuniary interest in the shares held in the LCS Managed Account.

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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