

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): February 13, 2026

Farmer Bros. Co.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34249
(Commission File Number)

95-0725980
(I.R.S. Employer
Identification No.)

14501 N Fwy,

Fort Worth, Texas 76177
(Address of Principal Executive Offices) (Zip Code)

682 549-6600
(Registrant's Telephone Number, Including Area Code)

None
(Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$1.00 par value	FARM	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On February 13, 2026, Farmer Bros. Co., a Delaware corporation (the "Company") issued a press release announcing its financial results for its second fiscal quarter ended December 31, 2025. The earnings release can be found on the Company's website at www.farmerbros.com under "Investors." A copy of the earnings release is furnished herewith as Exhibit 99.1, and incorporated herein by reference.

The Company will host an audio-only investor conference call at 5:00 p.m. Eastern time (4:00 p.m. Central time) on February 13, 2026 to review the Company's results for its second fiscal quarter ended December 31, 2025. Interested parties may access the webcast via the "Investors" section of the Company's website. Participants who pre-register will receive an email with dial-in information, which will allow them to bypass the live operator. A replay of the webcast will be available two hours after the end of the live webcast and for at least 30 days on the "Investors" section of the Company's website.

As provided in General Instruction B.2. of Form 8-K, the information and exhibits furnished pursuant to Item 2.02 of this report are being "furnished" and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing. In addition, the exhibits furnished herewith contain statements intended as "forward-looking statements" that are subject to the cautionary statements about forward-looking statements set forth in such exhibits.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Farmer Bros. Co. dated February 13, 2026
104	Cover Page Interactive Data File (embedded in the cover page formatted in Inline XBRL)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 13, 2026

FARMER BROS. CO.

By:

/s/ Vance Ratliff Fisher

Vance Ratliff Fisher
Chief Financial Officer
(principal financial officer)



Farmer Brothers Coffee Reports Second Quarter Fiscal 2026 Financial Results

Fort Worth, Texas, Feb. 13, 2026 – Farmer Brothers Coffee Co. (NASDAQ: FARM), a leading roaster, wholesaler and distributor of coffee, tea and allied products, announced today its second quarter fiscal 2026 financial results for the period ended Dec. 31, 2025. The company filed its Form 10-Q, which will be posted on the Investor Relations section of its website after the close of market Friday, Feb. 13.

"As expected, the second quarter was a challenging one for Farmer Brothers. We, however, continued to see year-over-year improvement in selling and general and administrative cost and our gross margin remained above 35%, where we expect it to be for the remainder of fiscal 2026," said President and Chief Executive Officer John Moore. "Despite pressures related to higher cost of goods sold and current micro and macroeconomic pressures, we remain focused on growing top line revenue and coffee pounds as we strengthen our customer base."

Second quarter fiscal 2026 financial results

- Net sales were \$88.9 million in the second quarter of fiscal 2026, a decrease of \$1 million, or 1%, compared to the prior year period.
- Gross profit was \$32 million, or 36.3%, during the second quarter of fiscal 2026, compared to a gross profit of \$38.8 million, or 43.1%, in the second quarter of fiscal 2025.
- Operating expenses were \$36.4 million during the quarter, or 40.9% of net sales, compared to \$37.8 million, or 42%, in the second quarter of fiscal 2025. This included a \$700,000 decrease in general and administrative expenses.
- Net loss for the second quarter of fiscal 2026 was \$4.9 million, compared to a net income of \$200,000 in the prior year period.
- Adjusted EBITDA¹ was \$484,000 for the second quarter of fiscal 2026, compared to \$5.9 million in the second quarter of fiscal 2025.

Balance Sheet and Liquidity

As of Dec. 31, 2025, the company had \$4.2 million of unrestricted cash and cash equivalents and \$24.6 million available under its revolver credit facility.

Investor Conference Call

Farmer Brothers will publish its second quarter fiscal 2026 financial results for the period ended Dec. 31, 2025 with the filing of its 10-Q and the issuing of its earnings results release, both of which will be posted on the Investor Relations section of its website after the close of market on Friday, Feb. 13.

The company will also host an audio-only investor conference call and webcast at 5 p.m. Eastern on Friday, Feb. 13 to provide a review of the quarter and business update. An audio-only replay of the webcast will be archived for at least 30 days on the Investor Relations section of farmerbros.com and will be available approximately two hours after the end of the live webcast.

About Farmer Brothers

Founded in 1912, Farmer Brothers Coffee Co. is a national coffee roaster, wholesaler, equipment servicer and distributor of coffee, tea and culinary products. The company's product lines include organic, Direct Trade and sustainably produced coffee, as well as tea, cappuccino mixes, spices and baking/biscuit mixes.

Farmer Brothers Coffee Co. delivers extensive beverage planning services and culinary products to a wide variety of U.S.-based customers, ranging from small independent restaurants and foodservice operators to large institutional buyers, such as restaurant, department and convenience store chains, hotels, casinos, healthcare facilities and gourmet coffee houses, as well as grocery chains with private brand coffee and consumer branded coffee and tea products and foodservice distributors. The company's primary brands include Farmer Brothers, Boyd's Coffee, SUM-One Coffee Roasters, West Coast Coffee, Cain's and China Mst. You can learn more at farmerbros.com

Forward-looking Statements

This press release and other documents we file with the Securities and Exchange Commission (the "SEC") contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, that are based on current expectations, estimates, forecasts and projections about us, our future performance, our financial condition, our products, our business strategy, our beliefs and our management's assumptions. In addition, we, or others on our behalf, may make forward-looking statements in press releases or written statements, or in our communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls. These forward-looking statements can be identified by the use of words, like "anticipates,"

¹Adjusted EBITDA is a non-GAAP measure. Please refer to "Non-GAAP Financial Measures" below for an explanation and reconciliation of Adjusted EBITDA and other related non-GAAP measures to comparable GAAP measures.

"estimates," "projects," "expects," "plans," "believes," "intends," "will," "could," "may," "assumes" and other words of similar meaning. These statements are based on management's beliefs, assumptions, estimates and observations of future events based on information available to our management at the time the statements are made and include any statements that do not relate to any historical or current fact. These statements are not guarantees of future performance and they involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from what is expressed, implied or forecast by our forward-looking statements due in part to the risks, uncertainties and assumptions set forth in this press release and Part I, Item 1A. Risk Factors as well as Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, of our Annual Report on Form 10-K for the fiscal year ended June 30, 2025 filed with the SEC on Sept. 11, 2025, as amended by the Amendment No. 1 on Form 10-K/A filed with the SEC on Oct. 24, 2025 (as amended, the "2025 Form 10-K"), and in our Quarterly Report on Form 10-Q for the fiscal quarter ended Sept. 30, 2025, as well as those discussed elsewhere in this press release and other factors described from time to time in our filings with the SEC.

Factors that could cause actual results to differ materially from those in forward-looking statements include, but are not limited to, severe weather, levels of consumer confidence in national and local economic business conditions, developments related to pricing cycles and volumes, the impact of labor market shortages, the increase of costs due to inflation, an economic downturn caused by any pandemic, epidemic or other disease outbreak, the success of our turnaround strategy, the impact of capital improvement projects, the adequacy and availability of capital resources to fund our existing and planned business operations and our capital expenditure requirements, our ability to meet financial covenant requirements in our credit facility, which could impact, among other things, our liquidity, the relative effectiveness of compensation-based employee incentives in causing improvements in our performance, the capacity to meet the demands of our customers, the extent of execution of plans for the growth of our business and achievement of financial metrics related to those plans, our success in retaining and/or attracting qualified employees, our success in adapting to technology and new commerce channels, the effect of the capital markets, as well as other external factors on stockholder value, fluctuations in availability and cost of green coffee, competition, organizational changes, the effectiveness of our hedging strategies in reducing price and interest rate risk, changes in consumer preferences, our ability to provide sustainability in ways that do not materially impair profitability, changes in the strength of the economy, including any effects from inflation, business conditions in the coffee industry and food industry in general, our continued success in attracting new customers, variances from budgeted sales mix and growth rates, weather and special or unusual events, as well as other risks, uncertainties and assumptions described in the 2025 Form 10-K, our Quarterly Report on Form 10-Q for the fiscal quarter ended Sept. 30, 2025, and other factors described from time to time in our filings with the SEC.

Given these risks and uncertainties, you should not rely on forward-looking statements as a prediction of actual results. Any or all of the forward-looking statements contained in this press release and any other public statement made by us, including by our management, may turn out to be incorrect. We are including this cautionary note to make applicable and take advantage of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 for forward-looking statements. We expressly disclaim any obligation to update or revise any forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise, except as required under federal securities laws and the rules and regulations of the SEC.

Investor Relations and Media Contact

Brandi Wessel
Director of Communications
405-885-5176
bwessel@farmerbros.com

FARMER BROS. CO.
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(In thousands, except share and per share data)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Net sales	\$ 88,923	\$ 90,021	\$ 170,524	\$ 175,086
Cost of goods sold	56,656	51,182	105,821	98,930
Gross profit	32,267	38,839	64,703	76,156
Selling expenses	26,706	26,760	52,509	53,987
General and administrative expenses	8,805	9,534	17,602	20,786
Net losses on disposal of assets	892	1,527	1,909	3,193
Operating expenses	36,403	37,821	72,020	77,966
(Loss) income from operations	(4,136)	1,018	(7,317)	(1,810)
Other (expense) income:				
Interest expense	(1,200)	(1,922)	(2,524)	(3,713)
Other, net	470	1,033	950	783
Total other expense	(730)	(889)	(1,574)	(2,930)
(Loss) income before taxes	(4,866)	129	(8,891)	(4,740)
Income tax (benefit) expense	—	(81)	—	52
Net (loss) income	\$ (4,866)	\$ 210	\$ (8,891)	\$ (4,792)
Net (loss) income available to common stockholders per common share, basic and diluted	\$ (0.22)	\$ 0.01	\$ (0.41)	\$ (0.23)
Weighted average common shares outstanding—basic	21,669,663	21,314,911	21,631,753	21,289,073
Weighted average common shares outstanding—diluted	21,669,663	22,357,699	21,631,753	21,289,073

FARMER BROS. CO.
CONSOLIDATED BALANCE SHEETS (UNAUDITED)
(In thousands, except share and per share data)

	<u>December 31, 2025</u>	<u>June 30, 2025</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 4,186	\$ 6,796
Restricted cash	178	178
Accounts receivable, net of allowance for credit losses of \$652 and \$650, respectively	25,527	24,758
Inventories	49,395	49,839
Prepaid expenses	4,351	3,975
Total current assets	<u>83,637</u>	<u>85,546</u>
Property, plant and equipment, net	25,704	27,845
Intangible assets, net	7,933	9,033
Right-of-use operating lease assets	33,875	38,347
Other assets	301	461
Total assets	<u>\$ 151,450</u>	<u>\$ 161,232</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	38,704	37,669
Accrued payroll expenses	8,199	12,692
Right-of-use operating lease liabilities - current	15,263	16,773
Other current liabilities	3,784	3,893
Total current liabilities	<u>65,950</u>	<u>71,027</u>
Long-term borrowings under revolving credit facility	21,300	14,300
Accrued pension liabilities	6,509	7,322
Accrued workers' compensation liabilities	2,513	2,619
Right-of-use operating lease liabilities - noncurrent	19,258	22,195
Other long-term liabilities	262	221
Total liabilities	<u>\$ 115,792</u>	<u>\$ 117,684</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$1.00 par value, 50,000,000 shares authorized; 21,720,306 and 21,560,985 shares issued and outstanding as of December 31, 2025 and June 30, 2025, respectively	21,720	21,561
Additional paid-in capital	82,508	81,666
Accumulated deficit	(53,761)	(44,870)
Accumulated other comprehensive loss	(14,809)	(14,809)
Total stockholders' equity	<u>\$ 35,658</u>	<u>\$ 43,548</u>
Total liabilities and stockholders' equity	<u>\$ 151,450</u>	<u>\$ 161,232</u>

FARMER BROS. CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(In thousands)

	Six Months Ended December 31,	
	2025	2024
Cash flows from operating activities:		
Net loss	\$ (8,891)	\$ (4,792)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities		
Depreciation and amortization	5,208	5,817
Net losses on disposal of assets	1,909	3,193
Net losses on derivative instruments	—	3,183
401(k) and share-based compensation expense	1,001	1,037
Provision for credit losses	464	322
Change in operating assets and liabilities:		
Accounts receivable, net	(1,233)	(782)
Inventories	444	4,458
Derivative assets, net	—	(3,635)
Other assets	(208)	(115)
Accounts payable	1,033	(3,795)
Accrued expenses and other	(5,520)	155
Net cash (used in) provided by operating activities	<u>\$ (5,793)</u>	<u>\$ 5,046</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(3,762)	(5,362)
Proceeds from sales of property, plant and equipment	50	165
Net cash used in investing activities	<u>\$ (3,712)</u>	<u>\$ (5,197)</u>
Cash flows from financing activities:		
Proceeds from Credit Facilities	7,000	7,000
Repayments on Credit Facilities	—	(7,000)
Payments of finance lease obligations	(98)	(96)
Payment of financing costs	(7)	(24)
Net cash provided by (used in) financing activities	<u>\$ 6,895</u>	<u>\$ (120)</u>
Net decrease in cash and cash equivalents and restricted cash	(2,610)	(271)
Cash and cash equivalents and restricted cash at beginning of period	6,974	6,005
Cash and cash equivalents and restricted cash at end of period	<u>\$ 4,364</u>	<u>\$ 5,734</u>
Supplemental disclosure of non-cash investing and financing activities:		
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 3,356	\$ 8,890
Non cash additions to property, plant and equipment	—	54

Non-GAAP Financial Measures

In addition to net (loss) income determined in accordance with U.S. generally accepted accounting principles ("GAAP"), we use the following non-GAAP financial measures in assessing our operating performance:

"EBITDA" is defined as net (loss) income excluding the impact of:

- income tax (benefit) expense;
- interest expense; and
- depreciation and amortization expense.

"EBITDA Margin" is defined as EBITDA expressed as a percentage of net sales.

"Adjusted EBITDA" is defined as net (loss) income excluding the impact of:

- income tax (benefit) expense;
- interest expense;
- depreciation and amortization expense;
- 401(k) and share-based compensation expense;
- net losses on disposal of assets;
- strategic initiative costs; and
- severance costs.

"Adjusted EBITDA Margin" is defined as Adjusted EBITDA expressed as a percentage of net sales.

For purposes of calculating EBITDA and EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin, we have excluded the impact of interest expense resulting from non-cash pretax pension and postretirement benefits. For purposes of calculating Adjusted EBITDA and Adjusted EBITDA Margin, we are also excluding the impact severance and strategic initiative costs, as these items is not reflective of our ongoing operating results.

We believe these non-GAAP financial measures provide a useful measure of the Company's operating results, a meaningful comparison with historical results and with the results of other companies, and insight into the Company's ongoing operating performance. Further, management utilizes these measures, in addition to GAAP measures, when evaluating and comparing the Company's operating performance against internal financial forecasts and budgets.

We believe that EBITDA facilitates operating performance comparisons from period to period by isolating the effects of certain items that vary from period to period without any correlation to core operating performance or that vary widely among similar companies. These potential differences may be caused by variations in capital structures (affecting interest expense), tax positions (such as the impact on periods or companies of changes in effective tax rates or net operating losses) and the age and book depreciation of facilities and equipment (affecting relative depreciation expense). We also present EBITDA and EBITDA Margin because (i) we believe that these measures are frequently used by securities analysts, investors and other interested parties to evaluate companies in our industry, (ii) we believe that investors will find these measures useful in assessing our ability to service or incur indebtedness, and (iii) we use these measures internally as benchmarks to compare our performance to that of our competitors.

EBITDA, EBITDA Margin, Adjusted EBITDA and Adjusted EBITDA Margin, as defined by us, may not be comparable to similarly titled measures reported by other companies. We do not intend for non-GAAP financial measures to be considered in isolation or as a substitute for other measures prepared in accordance with GAAP.

Set forth below is a reconciliation of reported net (loss) income to EBITDA (unaudited):

(In thousands)	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Net (loss) income	\$ (4,866)	\$ 210	\$ (8,891)	\$ (4,792)
Income tax (benefit) expense	—	(81)	—	52
Interest expense (1)	535	694	1,196	1,258
Depreciation and amortization expense	2,595	2,920	5,208	5,817
EBITDA	\$ (1,736)	\$ 3,743	\$ (2,487)	\$ 2,335
EBITDA Margin	(2.0)%	4.2%	(1.5)%	1.3%

(1) Excludes interest expense related to pension plans and post-retirement benefit plans.

Set forth below is a reconciliation of reported net loss to Adjusted EBITDA (unaudited):

(In thousands)	Three Months Ended December 31,		Six Months Ended December 31,	
	2025	2024	2025	2024
Net (loss) income	\$ (4,866)	\$ 210	\$ (8,891)	\$ (4,792)
Income tax (benefit) expense	—	(81)	—	52
Interest expense (1)	535	694	1,196	1,258
Depreciation and amortization expense	2,595	2,920	5,208	5,817
401(k) and share-based compensation expense	519	541	1,001	1,037
Net losses on disposal of assets	892	1,527	1,909	3,193
Strategic initiative costs (2)	809	—	1,396	—
Severance costs	—	88	29	752
Adjusted EBITDA	\$ 484	\$ 5,899	\$ 1,848	\$ 7,317
Adjusted EBITDA Margin	0.5 %	6.6 %	1.1 %	4.2 %

(1) Excludes interest expense related to pension plans and post-retirement benefit plans.

(2) Cost related to evaluation of strategic alternatives.