

FARMER BROTHERS CO  
Form SC 13D/A  
August 18, 2017

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

**SCHEDULE 13D**  
**(Rule 13d-101)**  
**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT**  
**TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO**  
**§ 240.13d-2(a)**  
**(Amendment No. 8)<sup>1</sup>**

**Farmer Bros. Co.**  
**(Name of Issuer)**  
**Common Stock, \$1.00 par value per share**

**(Title of Class of Securities)**

**307675108**

**(CUSIP Number)**

**CAROL LYNN FARMER WAITE**

**RYAN C. WILKINS, ESQ.**

**STRADLING YOCCA CARLSON & RAUTH, P.C.**

Edgar Filing: FARMER BROTHERS CO - Form SC 13D/A

**660 Newport Center Drive, Suite 1600**

**Newport Beach, CA 92660**

**(949) 725-4115**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**August 11, 2017**

**(Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 307675108

13D

Page 2 of 35 Pages

1 NAME OF REPORTING PERSON

2 Carol L. Waite Trust  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 266,544  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING -0-  
9 SOLE DISPOSITIVE POWER

PERSON

WITH 266,544  
10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

266,544

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 3 of 35 Pages

1 NAME OF REPORTING PERSON

1964 Jeanne Ann Farmer Grossman Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

321,750  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

321,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 4 of 35 Pages

1 NAME OF REPORTING PERSON

1964 Richard Francis Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

321,750  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER



321,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 5 of 35 Pages

1 NAME OF REPORTING PERSON

1964 Roy Edward Farmer Trust  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
 3 SEC USE ONLY

4 SOURCE OF FUNDS

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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
 NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
 8 SHARED VOTING POWER

OWNED BY

EACH

321,750  
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
 10 SHARED DISPOSITIVE POWER

321,750

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 6 of 35 Pages

1 NAME OF REPORTING PERSON

1964 Carol Lynn Farmer Waite Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

321,750  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

321,750

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321,750

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.9%

14 TYPE OF REPORTING PERSON

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CUSIP No. 307675108

13D

Page 7 of 35 Pages

1 NAME OF REPORTING PERSON

1969 Roy Edward Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

77,960  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 8 of 35 Pages

1 NAME OF REPORTING PERSON

1969 Jeanne Ann Farmer Grossman Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

77,960  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER



77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 9 of 35 Pages

1 NAME OF REPORTING PERSON

1969 Richard Francis Farmer Trust  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 10 of 35 Pages

1 NAME OF REPORTING PERSON

1969 Carol Lynn Farmer Waite Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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3 SEC USE ONLY

4 SOURCE OF FUNDS

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CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
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77,960  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

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77,960

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 11 of 35 Pages

1 NAME OF REPORTING PERSON

1969 Roy F Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

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REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
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77,960

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77,960

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 12 of 35 Pages

1 NAME OF REPORTING PERSON

1969 Emily Marjorie Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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4 SOURCE OF FUNDS

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

77,960  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER



77,960

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

77,960

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 13 of 35 Pages

1 NAME OF REPORTING PERSON

1972 Roy Edward Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

24,000  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

24,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 14 of 35 Pages

1 NAME OF REPORTING PERSON

1972 Carol Lynn Farmer Waite Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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CALIFORNIA  
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8 SHARED VOTING POWER

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REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

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10 SHARED DISPOSITIVE POWER

24,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 15 of 35 Pages

1 NAME OF REPORTING PERSON

1972 Jeanne Ann Farmer Grossman Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

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5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

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REPORTING 9 SOLE DISPOSITIVE POWER

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24,000

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24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 16 of 35 Pages

1 NAME OF REPORTING PERSON

1972 Richard Francis Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

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24,000  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER



24,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 17 of 35 Pages

1 NAME OF REPORTING PERSON

1972 Roy F Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

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EACH

24,000  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
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24,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 18 of 35 Pages

1 NAME OF REPORTING PERSON

1972 Emily Marjorie Farmer Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

24,000  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

24,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

24,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 19 of 35 Pages

1 NAME OF REPORTING PERSON

1984 Jonathan Michael Waite Trust  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

6,030  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

6,030

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,030

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 20 of 35 Pages

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust I  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
 3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
 NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
 8 SHARED VOTING POWER

OWNED BY

EACH

65,930  
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
 10 SHARED DISPOSITIVE POWER



65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 21 of 35 Pages

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust II  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

65,930  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP No. 307675108

13D

Page 22 of 35 Pages

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust III  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

65,930  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

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CUSIP No. 307675108

13D

Page 23 of 35 Pages

1 NAME OF REPORTING PERSON

1987 Roy F Farmer Trust IV  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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4 SOURCE OF FUNDS

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CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

65,930  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

65,930

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

65,930

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

1988 Roy F Farmer Trust I  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

6,060  
REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER



6,060

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,060

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Approximately less than 1%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

2 Farmer Insurance Trust  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY -0-  
8 SHARED VOTING POWER

OWNED BY

EACH

REPORTING 303,158  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

-0-  
10 SHARED DISPOSITIVE POWER

303,158

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

303,158

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8%

14 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON

2012 Grossman Irrevocable Trust  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)  
 3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CALIFORNIA  
 NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 417,986  
 8 SHARED VOTING POWER

OWNED BY

EACH

-0-  
 REPORTING 9 SOLE DISPOSITIVE POWER

PERSON

WITH 417,986  
 10 SHARED DISPOSITIVE POWER

-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

417,986

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.5%

14 TYPE OF REPORTING PERSON

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1 NAME OF REPORTING PERSON

2 Carol Lynn Farmer Waite  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 (a) (b)  
SEC USE ONLY

4 SOURCE OF FUNDS

5 OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA  
NUMBER OF 7 SOLE VOTING POWER  
SHARES

BENEFICIALLY 684,530  
8 SHARED VOTING POWER  
OWNED BY

EACH  
2,477,728  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON

WITH 684,530  
10 SHARED DISPOSITIVE POWER

2,477,728

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,162,258

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

18.8%

14 TYPE OF REPORTING PERSON

IN

The following constitutes Amendment No. 8 to the Schedule 13D filed by the undersigned (this Amendment No. 8 ). This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On August 11, 2017, the Waite Trust sold 350,000 Shares directly to an investor for approximately \$29.60 per share. No Reporting Person has any plans or proposals that would relate to or result in any of the matters set forth in subparagraphs (a) (j) of Item 4 of Schedule 13D.

A. Waite Trust

(a) As of the close of business on August 11, 2017, Waite Trust beneficially owned 266,544 Shares.  
Percentage: 1.6%

- (b) 1. Sole power to vote or direct vote: 266,544
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 266,544
- 4. Shared power to dispose or direct the disposition: 0

(c) See Item 4, above, for a description of the transaction in the Shares during the past sixty (60) days.

B. 1964 JAF Trust

(a) As of the close of business on August 11, 2017, 1964 JAF Trust beneficially owned 321,750 Shares.  
Percentage: 1.9%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 321,750
- 3. Sole power to dispose or direct the disposition: 0



4. Shared power to dispose or direct the disposition: 321,750

(c) 1964 JAF Trust has not entered into any transactions in the Shares during the past (60) sixty days.

C. 1964 RAF Trust

(a) As of the close of business on August 11, 2017, 1964 RAF Trust beneficially owned 321,750 Shares.  
Percentage: 1.9%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 321,750  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 321,750

(c) 1964 RAF Trust has not entered into any transactions in the Shares during the past (60) sixty days.

D. 1964 Roy E Farmer Trust

(a) As of the close of business on August 11, 2017, 1964 Roy E Farmer Trust beneficially owned 321,750 Shares.

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Percentage: 1.9%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 321,750
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 321,750

(c) 1964 Roy E Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

E. 1964 Carol Waite Trust

(a) As of the close of business on August 11, 2017, 1964 Carol Waite Trust beneficially owned 321,750 Shares.  
Percentage: 1.9%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 321,750
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 321,750

(c) 1964 Carol Waite Trust has not entered into any transactions in the Shares during the past (60) sixty days.

F. 1969 Roy E Farmer Trust

(a) As of the close of business on August 11, 2017, 1969 Roy E Farmer Trust beneficially owned 77,960 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 77,960

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 77,960

(c) 1969 Roy E Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

G. 1969 JAF Trust

(a) As of the close of business on August 11, 2017, 1969 JAF Trust beneficially owned 77,960 Shares.  
Percentage: Approximately less than 1%

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 77,960

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 77,960

(c) 1969 JAF Trust has not entered into any transactions in the Shares during the past (60) sixty days.

H. 1969 RAF Trust

(a) As of the close of business on August 11, 2017, 1969 RAF Trust beneficially owned 77,960 Shares.

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Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 77,960
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 77,960

(c) 1969 RAF Trust has not entered into any transactions in the Shares during the past (60) sixty days.

I. 1969 Carol Waite Trust

(a) As of the close of business on August 11, 2017, 1969 Carol Waite Trust beneficially owned 77,960 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 77,960
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 77,960

(c) 1969 Carol Waite Trust has not entered into any transactions in the Shares during the past (60) sixty days.

J. 1969 Roy F Farmer Trust

(a) As of the close of business on August 11, 2017, 1969 Roy F Farmer Trust beneficially owned 77,960 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 77,960

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 77,960

(c) 1969 Roy F Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

K. 1969 Emily Farmer Trust

(a) As of the close of business on August 11, 2017, 1969 Emily Farmer Trust beneficially owned 77,960 Shares.  
Percentage: Approximately less than 1%

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 77,960

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 77,960

(c) 1969 Emily Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

L. 1972 Roy E Farmer Trust

(a) As of the close of business on August 11, 2017, 1972 Roy E Farmer Trust beneficially owned 24,000 Shares.  
Percentage: Approximately less than 1%

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- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 24,000  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 24,000

(c) 1972 Roy E Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

M. 1972 Carol Waite Trust

(a) As of the close of business on August 11, 2017, 1972 Carol Waite Trust beneficially owned 24,000 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 24,000  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 24,000

(c) 1972 Carol Waite Trust has not entered into any transactions in the Shares during the past (60) sixty days.

N. 1972 JAF Trust

(a) As of the close of business on August 11, 2017, 1972 JAF Trust beneficially owned 24,000 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 24,000  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 24,000

(c) 1972 JAF Trust has not entered into any transactions in the Shares during the past (60) sixty days.

O. 1972 RAF Trust

(a) As of the close of business on August 11, 2017, 1972 RAF Trust beneficially owned 24,000 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 24,000  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 24,000

(c) 1972 RAF Trust has not entered into any transactions in the Shares during the past (60) sixty days.

P. 1972 Roy F Farmer Trust

(a) As of the close of business on August 11, 2017, 1972 Roy F Farmer Trust beneficially owned 24,000 Shares.  
Percentage: Approximately less than 1%

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- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 24,000
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 24,000

(c) 1972 Roy F Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

Q. 1972 Emily Farmer Trust

(a) As of the close of business on August 11, 2017, 1972 Emily Farmer Trust beneficially owned 24,000 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 24,000
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 24,000

(c) 1972 Emily Farmer Trust has not entered into any transactions in the Shares during the past (60) sixty days.

R. 1984 Jonathan Trust

(a) As of the close of business on August 11, 2017, 1984 Jonathan Trust beneficially owned 6,030 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 6,030
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 6,030



(c) 1984 Jonathan Trust has not entered into any transactions in the Shares during the past (60) sixty days.

S. 1987 Roy F Farmer Trust I

(a) As of the close of business on August 11, 2017, 1987 Roy F Farmer Trust I beneficially owned 65,930 Shares.

Percentage: Approximately less than 1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 65,930
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 65,930

(c) 1987 Roy F Farmer Trust I has not entered into any transactions in the Shares during the past (60) sixty days.

T. 1987 Roy F Farmer Trust II

(a) As of the close of business on August 11, 2017, 1987 Roy F Farmer Trust II beneficially owned 65,930 Shares.

Percentage: Approximately less than 1%

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- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 65,930
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 65,930

- (c) 1987 Roy F Farmer Trust II has not entered into any transactions in the Shares during the past (60) sixty days.

U. 1987 Roy F Farmer Trust III

- (a) As of the close of business on August 11, 2017, 1987 Roy F Farmer Trust III beneficially owned 65,930 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 65,930
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 65,930

- (c) 1987 Roy F Farmer Trust III has not entered into any transactions in the Shares during the past (60) sixty days.

V. 1987 Roy F Farmer Trust IV

- (a) As of the close of business on August 11, 2017, 1987 Roy F Farmer Trust IV beneficially owned 65,930 Shares.  
Percentage: Approximately less than 1%

- (b) 1. Sole power to vote or direct vote: 0
- 2. Shared power to vote or direct vote: 65,930

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 65,930

(c) 1987 Roy F Farmer Trust IV has not entered into any transactions in the Shares during the past (60) sixty days.

W. 1988 Roy F Farmer Trust I

(a) As of the close of business on August 11, 2017, 1988 Roy F Farmer Trust I beneficially owned 6,060 Shares. Percentage: Approximately less than 1%

(b) 1. Sole power to vote or direct vote: 0

2. Shared power to vote or direct vote: 6,060

3. Sole power to dispose or direct the disposition: 0

4. Shared power to dispose or direct the disposition: 6,060

(c) 1988 Roy F Farmer Trust I has not entered into any transactions in the Shares during the past (60) sixty days.

X. Farmer Insurance Trust

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(a) As of the close of business on August 11, 2017, Farmer Insurance Trust beneficially owned 303,158 Shares. Percentage: 1.8%

- (b) 1. Sole power to vote or direct vote: 0  
 2. Shared power to vote or direct vote: 303,158  
 3. Sole power to dispose or direct the disposition: 0  
 4. Shared power to dispose or direct the disposition: 303,158

(c) Farmer Insurance Trust has not entered into any transactions in the Shares during the past (60) sixty days.

Y. 2012 Grossman Trust

(a) As of the close of business on August 11, 2017, 2012 Grossman Trust beneficially owned 417,986 Shares. Percentage: 2.5%

- (b) 1. Sole power to vote or direct vote: 417,986  
 2. Shared power to vote or direct vote: 0  
 3. Sole power to dispose or direct the disposition: 417,986  
 4. Shared power to dispose or direct the disposition: 0

(c) 2012 Grossman Trust has not entered into any transactions in the Shares during the past (60) sixty days.

Z. Carol Lynn Farmer Waite

(a) Ms. Waite, as a co-trustee of each of the 1964 Trusts, 1969 Trusts, 1972 Trusts, 1987 Trusts, 1988 Roy F Farmer I Trust, Farmer Insurance Trust, 1984 Jonathan Trust, and as sole trustee of the 2012 Grossman Trust and Carol L Waite Trust, may be deemed to beneficially own the Shares owned directly by such Reporting Persons. As of the close of business on August 11, 2017, Ms. Waite may be deemed to beneficially own 3,162,258 Shares. Percentage: 18.8%

- (b) 1. Sole power to vote or direct vote: 684,530
- 2. Shared power to vote or direct vote: 2,477,728
- 3. Sole power to dispose or direct the disposition: 684,530
- 4. Shared power to dispose or direct the disposition: 2,477,728

(c) See Item 4, above, for a description of the transaction in the Shares during the past sixty (60) days. The Reporting Persons, as members of a group for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his, her or its pecuniary interest therein.

- (d) No person other than the Reporting Persons are known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

- (e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 18, 2017

/s/ Ryan C. Wilkins  
RYAN C. WILKINS

as Attorney-in-Fact<sup>(1)</sup> for Carol Lynn Farmer  
Waite, in her individual capacity and as trustee  
or co-trustee, as applicable, of the following  
family trusts:  
Carol L. Waite Trust

1964 Jeanne Ann Farmer Grossman Trust

1964 Richard Francis Farmer Trust

1964 Roy Edward Farmer Trust

1964 Carol Lynn Farmer Waite Trust

1969 Roy Edward Farmer Trust

1969 Jeanne Ann Farmer Grossman Trust

1969 Richard Francis Farmer Trust

1969 Carol Lynn Farmer Waite Trust

1969 Roy F. Farmer Trust

1969 Emily Marjorie Farmer Trust

1972 Roy Edward Farmer Trust

1972 Carol Lynn Farmer Waite Trust

1972 Jeanne Anne Farmer Grossman Trust

1972 Richard Francis Farmer Trust

1972 Roy F. Farmer Trust

1972 Emily Marjorie Farmer Trust

1984 Jonathan Michael Waite Trust

1987 Roy F. Farmer Trust I

1987 Roy F. Farmer Trust II

1987 Roy F. Farmer Trust III

1987 Roy F. Farmer Trust IV

1988 Roy F. Farmer Trust I

Farmer Insurance Trust

2012 Grossman Irrevocable Trust

- (1) A Power of Attorney authorizing Ryan C. Wilkins to act on behalf of Carol Lynn Farmer Waite as described therein, was previously filed as Exhibit 24.1 to the Form 4 filed on behalf of Carol Lynn Farmer Waite with the Securities and Exchange Commission on May 15, 2017.