

S&W Seed Co
Form 4
July 06, 2016

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 *
Szot Matthew K

(Last) (First) (Middle)
7108 NORTH FRESNO STREET,
SUITE 380
(Street)

FRESNO, CA 93720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&W Seed Co [SANW]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2016

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)
EVP Finance & Admin and CFO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | Price | |
| Common Stock | 07/01/2016 | | M ⁽¹⁾ | | 4,722 | A \$ 0 | 49,584 D |
| Common Stock | 07/01/2016 | | M ⁽²⁾ | | 1,931 | A \$ 0 | 51,515 D |
| Common Stock | 07/01/2016 | | F ⁽³⁾ | | 2,491 | D \$ 4.43 | 49,024 D |
| Common Stock | 07/01/2016 | | S ⁽⁴⁾ | | 1,100 | D \$ 4.3088 | 47,924 D |
| | | | | | | ⁽⁵⁾ | |

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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | <u>(6)</u> | 07/01/2016 | | M | 4,722 | <u>(7)</u> / <u>(7)</u> | Common Stock | 4,722 |
| Restricted Stock Units | <u>(6)</u> | 07/01/2016 | | M | 1,931 | <u>(8)</u> / <u>(8)</u> | Common Stock | 1,931 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Szot Matthew K 7108 NORTH FRESNO STREET, SUITE 380 FRESNO, CA 93720 | | | EVP Finance & Admin and CFO | |

Signatures

Matthew K. Szot
07/06/2016

**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).

Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person (1) was granted 100,000 RSUs (the "2013 RSU grant") that were previously reported on Table II of Form 4, which form was filed with the Securities and Exchange Commission (the "SEC") on March 19, 2013.

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- (2) Represents the conversion upon vesting of RSUs into common stock. On July 15, 2015, the reporting person was granted 25,000 RSUs (the "2015 RSU grant") that were previously reported on Table II of Form 4, which form was filed with the SEC on July 17, 2015.

The reporting person is reporting the withholding by the Issuer of an aggregate of 2,491 shares of common stock that vested on July 1, 2016 pursuant to the 2013 RSU grant and the 2015 RSU grant but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the delivery of the converted common stock to the reporting person as of July 1, 2016.

- (4) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

This transaction was executed in multiple trades at prices ranging from \$4.25 to \$4.40 per share. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.

- (6) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on July 1, 2016 was \$4.43.

On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on July 1, 2016. The remaining unvested RSUs will continue to vest in 4 additional quarterly installments of 4,722 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 4,726 RSUs on October 1, 2017, subject to the reporting person's continued service with the Issuer through the vesting date. Vesting shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash or a combination of shares and cash, at the Issuer's discretion.

- (7) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on July 1, 2016. The common stock into which such vested RSUs converted on July 1, 201 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 7 additional quarterly installments of 1,931 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 1,940 RSUs on July 1, 2018, subject to the reporting person's continued service with the Issuer through the vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash or a combination of shares and cash, at the Issuer's discretion.

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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