

MFP PARTNERS LP
Form 4
December 22, 2017

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 *
MFP PARTNERS LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O MFP INVESTORS LLC, 909
THIRD AVENUE, 33RD FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2017

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

See remarks below

(Street)

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

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

NEW YORK, NY 10022

(City) (State) (Zip)

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 | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 12/22/2017 | | M | | 1,401,384 | A | \$ 3.5 |
| | | | | | 5,909,222 | D | (1) (2) (3) |
| Common Stock, par value \$0.001 per share | 12/22/2017 | | A | | 905,077 | A | \$ 3.5 |
| | | | | | 6,814,299 | D | (1) (2) (3) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Subscription Rights (right to buy) | \$ 3.5 | 12/22/2017 | | M | 1,401,384 | 11/29/2017 | 12/20/2017 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| MFP PARTNERS LP C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022 | | X | | See remarks below |
| MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022 | | X | | See remarks below |
| PRICE MICHAEL F C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022 | | X | | See remarks below |

Signatures

MFP PARTNERS, L.P., By: MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member 12/22/2017
 __Signature of Reporting Person Date

MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member 12/22/2017
 __Signature of Reporting Person Date

/s/ Michael F. Price 12/22/2017
 __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).
- (1) This report is filed jointly by MFP Partners, L.P. ("MFP Partners"), MFP Investors LLC ("MFP Investors") and Michael F. Price (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct and indirect relationships with S&W Seed Company (the "Company"). MFP Investors is the general partner of MFP Partners. Mr. Price is the managing partner of MFP Partners and the managing member and controlling person of MFP Investors.
- (2) MFP Partners is the direct beneficial owner of 6,814,299 shares of common stock of the Company ("Common Stock") and was the direct holder of the related subscription rights. Each Reporting Person other than MFP Partners may be deemed to be the indirect beneficial owner of 6,814,299 shares of Common Stock; however, each such Reporting Person disclaims beneficial ownership of such shares of Common Stock except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these Reporting Persons is the beneficial owner of the shares of Common Stock described herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (3) On December 22, 2017, upon the completion of the Rights Offering commenced on November 29, 2017 (the "Rights Offering"), MFP Partners acquired 2,306,461 shares of Common Stock, consisting of 1,401,384 shares acquired pursuant to the exercise of basic subscription and oversubscription rights it received in the Rights Offering, and 905,077 shares acquired pursuant to its commitment to backstop the purchase of shares of Common Stock in the Rights Offering.

Remarks:

Mr. Alexander C. Matina (Vice President, Investments at MFP Investors), serves as a member of the board of directors of the

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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