

S&W Seed Co
Form 4
January 04, 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 *
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)
01/01/2017

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 or (D) Price		
Common Stock	01/01/2017		M ⁽¹⁾		4,722 A \$ 0	55,699	D
Common Stock	01/01/2017		M ⁽²⁾		1,931 A \$ 0	57,630	D
Common Stock	01/01/2017		M ⁽³⁾		683 A \$ 0	58,313	D
Common Stock	01/01/2017		F ⁽⁴⁾		3,212 D \$ 4.6	55,101	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(5)	01/01/2017		M	4,722	(6)	(6)	Common Stock	4,722	\$
Restricted Stock Units	(5)	01/01/2017		M	1,931	(7)	(7)	Common Stock	1,931	\$
Restricted Stock Units	(5)	01/01/2017		M	683	(8)	(8)	Common Stock	683	\$

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

01/01/2017

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

(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.

(3) Represents the conversion upon vesting of RSUs into common stock. On October 5, 2016, the reporting person was granted 8,210 RSUs (the "2016 RSU grant") that was previously reported on Table II of Form 4, which form was filed with the SEC on October 7, 2016.

(4) The reporting person is reporting the withholding by the Issuer of an aggregate of 3,212 shares of common stock that vested on January 1, 2017 pursuant to the 2013 RSU grant, the 2015 RSU grant and the 216 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 January 1, 2017.

(5) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on December 30, 2016 was \$4.60.

(6) On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on January 1, 2017. The common stock into which such vested RSUs converted on January 1, 2017 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest on the first day of each fiscal quarter through and including October 1, 2017, subject to the reporting person's continued service with the Issuer on each respective vesting date.

(7) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on January 1, 2017. The common stock into which such vested RSUs converted on January 1, 2017 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in quarterly installments through and including July 1, 2018, subject to the reporting person's continued service with the Issuer on each respective vesting date.

(8) On October 5, 2016, the reporting person was granted 8,210 RSUs, of which 683 vested on January 1, 2017. The common stock into which such vested RSUs converted on January 1, 2017 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in quarterly installments on the first day of each fiscal quarter through and including October 1, 2019, subject to the reporting person's continued service with the Issuer on each respective vesting date.

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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