

S&W Seed Co  
Form 3  
March 04, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â WYNNEFIELD PARTNERS SMALL CAP VALUE LP			(Month/Day/Year) 02/29/2016	S&W Seed Co [SANW]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
450 SEVENTH AVENUE,Â SUITE 509			(Check all applicable)		
(Street)			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10123			<input type="checkbox"/> Officer	<input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	649,969	D <sup>(1)</sup>	Â
Common Stock	1,049,995	I	See footnote <sup>(2)</sup>
Common Stock	245,565	I	See footnote <sup>(3)</sup>
Common Stock	86,935	I	See footnote <sup>(4)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^
LANDES JOSHUA 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123	^	^ X	^	^

## Signatures

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	03/04/2016
__Signature of Reporting Person	Date
WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member	03/04/2016
__Signature of Reporting Person	Date
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President	03/04/2016
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member	03/04/2016
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President	03/04/2016
__Signature of Reporting Person	Date
WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Trustee	03/04/2016
__Signature of Reporting Person	Date
/s/ Nelson Obus	03/04/2016
__Signature of Reporting Person	Date
/s/ Joshua Landes	03/04/2016
__Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Wynnefield Partners Small Cap Value, L.P. (the "Reporting Person") directly beneficially owns 649,969 shares of common stock, \$0.001 par value per share ("Common Stock") of S&W Seed Company. Wynnefield Capital Management, LLC ("WCM"), as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the reporting Person directly beneficially owns. WCM, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus and Joshua Landes as co-managing members of WCM have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Mr. Obus and Mr. Landes, each located at the same address as the Reporting Person, are filing this Form jointly with the Reporting person (see footnote 5).
- (2) The Reporting Person has an indirect beneficial ownership interest in 1,049,995 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I ("WPSCVI"), as members of a group (a "13D Group") under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). WPSCVI, which maintains offices at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCM, as the sole general partner of WPSCVI, has an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns.
- (3) The Reporting Person has an indirect beneficial ownership interest in 245,565 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), as members of a 13D Group. Offshore, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital, Inc. ("WCI"), as the sole investment manager of Offshore, has an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns.
- (4) The Reporting Person has an indirect beneficial ownership interest in 86,935 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan. (the "Plan"), as members of a 13D Group. The Plan, located at the same

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address as the Reporting Person, is filing this Form jointly with the Reporting Person. WCI, as the sole investment manager of the Plan, has an indirect beneficial ownership interest in the shares of Common Stock that the Plan directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns.

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### Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the security.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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