

S&W Seed Co
Form 4
October 04, 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 *
GREWAL MARK S

(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)
10/01/2016

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)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2016		M ⁽¹⁾		4,722	A	\$ 0
Common Stock	10/01/2016		M ⁽²⁾		1,931	A	\$ 0
Common Stock	10/01/2016		F ⁽³⁾		2,500	D	\$ 5.1
Common Stock	10/03/2016		S ⁽⁴⁾		1,181	D	\$ 5.1504
Common Stock	10/03/2016		M ⁽⁶⁾		75,000	A	\$ 4.2

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Common Stock 10/03/2016 S⁽⁴⁾ 75,000 D \$ 5.073⁽⁷⁾ 106,463 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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(8)	10/03/2016		M	4,722	(9) (9)	Common Stock 4,722
Restricted Stock Units	(8)	10/03/2016		M	1,931	(10) (10)	Common Stock 1,931
Employee Stock Options (right to buy)	\$ 4.2	10/03/2016		M	75,000	(11) 10/24/2016	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREWAL MARK S 7108 NORTH FRESNO STREET, SUITE 380 FRESNO, CA 93720	X		President and CEO	

Signatures

Mark S. Grewal 10/04/2016
 **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).
- (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 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.
- (2) Represents the conversion 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) The reporting person is reporting the withholding by the Issuer of an aggregate of 2,500 shares of common stock that vested on October 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 October 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.
- (5) This transaction was executed in multiple trades at prices ranging from \$5.1500 to \$5.1600. 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) Shares issued pursuant to the exercise of vested stock options.
- (7) This transaction was executed in multiple trades at prices ranging from \$5.0000 to \$5.1400 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.
- (8) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on September 30, 2016 (the last trading day before the October 1, 2016 vesting date, which fell on a weekend) was \$5.10.
- (9) On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on October 1, 2016. The remaining unvested RSUs will continue to vest in three 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. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in in cash or a combination of shares and cash, at the Issuer's discretion.
- (10) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on October 1, 2016. The common stock into which such vested RSUs converted on October 1, 2016 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in six additional quarterly installments of 1,931 RSUs on the first day of each fiscal quarter and a final quarter 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.
- (11) Options vested and became exercisable in eight quarterly installments over two years, commencing on January 1, 2012 and continuing thereafter on the first day of each succeeding fiscal quarter through and including October 1, 2014.

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.