

GARDNER DANIELSON B.
Form 4
September 20, 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 *
GARDNER DANIELSON B.

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)
802 NORTH DOUTY STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/18/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Marketing & Tech Officer

HANFORD, CA 93230

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

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

(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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units | (1) | 09/18/2017 | A | 6,351 | | | | | 10/01/2017(2) | (2) | Common Stock | 6,351 |
| Employee Stock Options (right to buy) | \$ 3.1 | 09/18/2017 | A | 15,625 | | | | | 10/01/2017(4) | 09/18/2027 | Common Stock | 15,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER DANIELSON B. 802 NORTH DOUTY STREET HANFORD, CA 93230 | | | Chief Marketing & Tech Officer | |

Signatures

Danielson B. Gardner 09/20/2017

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) Each restricted stock unit ("RSU") represents the contingent right to receive one share of common stock upon vesting of that RSU. The closing price of the Issuer's common stock on the date of this RSU award was \$3.10.
The RSUs vest quarterly over three years on the first day of each fiscal quarter, commencing on October 1, 2017 and a continuing thereafter on the first day of each succeeding fiscal quarter through and including July 1, 2020, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 529 RSUs, and the 12th installment will vest an aggregate of 532 RSUs. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, in the Issuer's sole discretion.
- (2) The RSUs and options were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan.
The options vest in 12 quarterly installments over three years, commencing on October 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter to and including July 1, 2020, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 1,302 options, and the 12th installment will vest an aggregate of 1,303 options.

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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