

Szot Matthew K
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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)
 C/O S&W SEED COMPANY, 106
 K STREET, SUITE 300
 (Street)

SACRAMENTO, CA 95814

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/01/2019

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	Price	
Common Stock	01/01/2019		M ⁽¹⁾		684	A \$ 0	75,399 D
Common Stock	01/01/2019		M ⁽¹⁾		1,005	A \$ 0	76,404 D
Common Stock	01/01/2019		M ⁽¹⁾		1,039	A \$ 0	77,443 D
Common Stock	01/01/2019		F ⁽²⁾		1,116	D \$ 1.81	76,327 D
Common Stock	01/02/2019		S ⁽³⁾		1,100	D \$ 1.8356	75,227 D
						<u>(4)</u>	

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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 (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)	Amount or Number of Shares
Restricted Stock Units	(5)	01/01/2019		M	684	01/01/2019(6) 10/01/2019	Common Stock	684
Restricted Stock Units	(5)	01/01/2019		M	1,005	01/01/2019(7) 07/01/2020	Common Stock	1,005
Restricted Stock Units	(5)	01/01/2019		M	1,039	01/01/2019(8) 07/01/2021	Common Stock	1,039

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Szot Matthew K
C/O S&W SEED COMPANY
106 K STREET, SUITE 300
SACRAMENTO, CA 95814

EVP Finance & Admin and CFO

Signatures

/s/ Matthew K. Szot 01/03/2019

**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 settlement of restricted stock units ("RSUs") that vested on January 1, 2019 through the issuance of shares of common stock.

The reporting person is reporting the withholding by the Issuer of an aggregate of 1,116 shares of common stock that vested on January 1, 2019 pursuant to three RSU awards referred in Table II, but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the settlement of such RSU awards.

- (3) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person.

This transaction was executed in multiple trades at prices ranging from \$1.83 to \$1.92. The price reported in Table I reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request of the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all sales reported on this Form 4.

- (5) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on December 31, 2018, the last trading day before the January 1 2019 vesting date, which fell on a federal holiday, was \$1.81.

On October 5, 2016, the reporting person was granted 8,210 RSUs, of which 684 vested on January 1, 2019. The remaining unvested RSUs will continue to vest in equal installments on the first day of each quarter through and including October 1, 2019, subject to the reporting person's continued service with the Issuer on each respective vesting date.

- (7) On September 18, 2017, the reporting person was granted 12,066 RSUs, of which 1,005 vested on January 1, 2019. The remaining unvested RSUs will continue to vest in equal installments on the first day of each quarter through and including July 1, 2020, subject to the reporting person's continued service with the Issuer on each respective vesting date.

On August 31, 2018, the reporting person was granted 12,439 RSUs, of which 1,039 vested on January 1, 2019. The remaining unvested RSUs will continue to vest in equal installments the first day of each quarter through and including July 1, 2021, 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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