

S&W Seed Co
Form 8-K
January 07, 2013

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

December 31, 2012

Date of Report (Date of earliest event reported)

S&W SEED COMPANY

(Exact Name of Company as Specified in Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

001-34719

(Commission File Number)

27-1275784

(IRS Employer Identification Number)

25552 South Butte Avenue
Five Points, CA 93624

(Address of Principal Executive Offices Including Zip Code)

(559) 884-2535

(Company's Telephone Number, Including Area Code)

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On December 31, 2012, S&W Seed Company, a Nevada corporation (the "Company"), closed a transaction for the purchase of 182 acres of farmland in Calipatria, California from Imperial Morningstar Land LLC, a Delaware limited liability company. The Company purchased the property as a tenant-in-common with Coast Imperial Partners, a California general partnership, and paid \$819,566--an amount equal to fifty percent of the total purchase price plus certain closing costs and fees--for its interest in the property. The closing of the transaction was contingent upon the satisfaction of a feasibility condition with respect the property's intended use, as well as other, customary closing conditions.

For additional information, a copy of the Company's press release dated January 7, 2013 is included herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Description

99.1

Press Release dated January 7, 2013

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

S&W SEED COMPANY

By: /s/ Matthew K. Szot

Matthew K. Szot
Senior Vice President and Chief Financial Officer

Date: January 7, 2013

EXHIBIT INDEX

| <u>Number</u> | <u>Description</u> |
|---------------|--|
| <u>99.1*</u> | <u>Press Release dated January 7, 2013</u> |

* Also provided in PDF format as a courtesy.