

S&W Seed Co
Form 4
January 05, 2016

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sztot Matthew K

(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)

01/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
____X____ Officer (give title _____ Other (specify
below) below)

Exec VP Fin & Admin and CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 | 01/01/2016 | | M ⁽¹⁾ | | 4,722 | A \$ 0 | 44,251 D |
| Common Stock | 01/01/2016 | | M ⁽²⁾ | | 1,931 | A \$ 0 | 46,721 D |
| Common Stock | 01/01/2016 | | F ⁽³⁾ | | 2,917 | D \$ 4.17 | 43,804 D |
| Common Stock | 01/04/2016 | | S ⁽⁴⁾ | | 1,100 | D \$ 4.2 | 42,704 D |

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) | | 8. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (5) | 01/01/2016 | | M | | 4,722 | | (6) | (6) | Common Stock | 4,722 |
| Restricted Stock Units | (5) | 01/01/2016 | | M | | 1,931 | | (7) | (7) | Common Stock | 1,931 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Szot Matthew K 7108 NORTH FRESNO STREET, SUITE 380 FRESNO, CA 93720 | | | Exec VP Fin & Admin and CFO | |

Signatures

Matthew K. Szot 01/05/2016

**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).

Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person (1) was granted 100,000 RSUs (the "2013 RUS Grant") that were previously reported on Table II of Form 4 and that was filed with the Securities and Exchange Commission ("SEC") on March 19, 2013.

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- (2) Represents the conversion upon vesting 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 and that was filed with the SEC on July 17, 2015.

The reporting person is reporting the withholding by the Issuer of an aggregate of 2,917 shares of common stock that vested on January 1,

- (3) 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 January 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) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on January 4, 2014 (the first trading day of the fiscal quarter) was \$4.17.

On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on January 1, 2016. The remaining unvested RSUs will continue to vest in 6 additional quarterly installments of 4,722 RSUs on the first day of each fiscal quarter and a final quarterly

- (6) 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 cash or a combination of shares and cash, at the Issuer's discretion.

On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on January 1, 2016. The common stock into which such vested RSUs converted on January 1, 2016 is reported on Table I of this Form 4. The remaining unvested RSUs will continue

- (7) to vest in 9 additional quarterly installments of 1,931 RSUs on the first day of each fiscal quarter and a final quarterly 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 respective vesting dates. 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.

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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