

S&W Seed Co  
Form 4  
April 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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

04/01/2016

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 Finance & Admin, 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2016		M <sup>(1)</sup>	4,722 A \$ 0	47,426	D	
Common Stock	04/01/2016		M <sup>(2)</sup>	1,931 A \$ 0	49,357	D	
Common Stock	04/01/2016		F <sup>(3)</sup>	2,856 D \$ 4.21	46,501	D	
Common Stock	04/01/2016		S <sup>(4)</sup>	1,100 D \$ 4.1788 <sup>(5)</sup>	45,401	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Pr Deriv Secu (Instr	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(6)	04/01/2016		M		4,722		(7)	(7)	Common Stock	4,722
Restricted Stock Units	(6)	04/01/2016		M		1,931		(8)	(8)	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 Finance & Admin, CFO

## Signatures

Matthew K.  
Szot 04/05/2016

\*\*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 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.

## Edgar Filing: S&W Seed Co - Form 4

- (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, which was filed with the SEC on July 17, 2015.

The reporting person is reporting the withholding by the Issuer of an aggregate of 2,856 shares of common stock that vested on April 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 April 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.

This transaction was executed in multiple trades at prices ranges from \$4.15 to \$4.20 per share. The price reported above reflects the

- (5) 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) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on April 1, 2016 was \$4.21.

On March 16, 2013, the reporting person was granted 100,000 RSUS, of which 4,722 vested on April 1, 2016. The remaining unvested

- (7) RSUs will continue to vest in 5 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 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 April 1, 2016. The common stock into which such vested RSUs converted on April 1, 2016 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in

- (8) 8 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 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.

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.