

Szot Matthew K  
Form 4  
April 03, 2018

**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 \*  
Szot Matthew K

(Last) (First) (Middle)

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)  
04/01/2018

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 below) \_\_\_\_ Other (specify below)

EVP Finance & 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	04/01/2018		M <sup>(1)</sup>		1,931	A \$ 0	74,714 D
Common Stock	04/01/2018		M <sup>(1)</sup>		684	A \$ 0	75,398 D
Common Stock	04/01/2018		M <sup>(1)</sup>		1,005	A \$ 0	76,403 D
Common Stock	04/01/2018		F <sup>(2)</sup>		1,480	D \$ 3.6	74,923 D
Common Stock	04/02/2018		S <sup>(3)</sup>		1,100	D \$ 3.5	73,823 D

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

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(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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	<u>(4)</u>	04/01/2018		M	1,931	04/01/2018 <sup>(5)</sup> 04/01/2018 <sup>(5)</sup>	Common Stock	1,931
Restricted Stock Units	<u>(4)</u>	04/01/2018		M	684	04/01/2018 <sup>(6)</sup> 04/01/2018 <sup>(6)</sup>	Common Stock	684
Restricted Stock Units	<u>(4)</u>	04/01/2018		M	1,005	04/01/2018 <sup>(7)</sup> 04/01/2018 <sup>(7)</sup>	Common Stock	1,005

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Szot Matthew K 106 K STREET, SUITE 300 SACRAMENTO, CA 95814	EVP Finance & Admin and CFO

## Signatures

/s/ Matthew K.  
Szot  
04/03/2018  
Date  
Signature of  
Reporting Person

## 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 April 1, 2018 through the issuance of shares of common stock.

The reporting person is reporting the withholding by the Issuer of an aggregate of 1,480 shares of common stock that vested on April 1,

(2) 2018 pursuant to the three RSU awards referred to 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 the three RSU awards.

(3) The sale reported on this Form 4 was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(4) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on March 29, 2018 (the last trading day before the April 1, 2018 vesting date, which fell on a weekend) was \$3.60.

(5) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on April 1, 2018. The remaining RSUs will vest on July 1, 2018, subject to the reporting person's continued service with the Issuer on the vesting date.

On October 5, 2016, the reporting person was granted 8,210 RSUs, of which 684 vested on April 1, 2018. The remaining unvested RSUs

(6) 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.

On September 18, 2017, the reporting person was granted 12,066 RSUs, of which 1,005 vested on April 1, 2018. The remaining unvested

(7) 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.

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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