

S&W Seed Co  
Form SC 13D/A  
June 18, 2018

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO §240.13d-2(a).  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 7)

S&W SEED COMPANY

(Name of Issuer)

Common Stock, Par Value \$0.001

(Title of Class of Securities)

785135104

(CUSIP Number)

TIMOTHY E. LADIN  
MFP INVESTORS LLC  
909 THIRD AVENUE, 33<sup>rd</sup> FLOOR  
NEW YORK, NEW YORK 10022  
(212) 752-7345

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices of Communication)

June 6, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

MFP Partners, L.P.<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

(a)

(b)

3 SEC USE  
ONLY

4 SOURCE OF FUNDS  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY 7,102,300<sup>(2)</sup>

EACH 9 SOLE DISPOSITIVE POWER  
REPORT- 0  
ING

PERSON 10 SHARED DISPOSITIVE POWER  
WITH 7,102,300<sup>(2)</sup>

11 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON  
7,102,300<sup>(2)</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES  
CERTAIN  
SHARES

13 PERCENT OF CLASS REPRESENTED BY  
AMOUNT IN ROW (11)  
29.2%

14 TYPE OF REPORTING PERSON  
PN

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. ("MFP"). Michael F. Price is the managing partner of MFP and the managing member and controlling person of MFP Investors LLC.

(2) 7,102,300 shares of common stock, par value \$0.001 per share ("Common Stock"), of S&W Seed Company, a Nevada corporation (the "Company"), are held directly by MFP. MFP also directly holds a

Common Stock Purchase Warrant (the “Warrant”), exercisable for up to 200,000 shares of Common Stock at an exercise price of \$4.32 per share, but only to the extent that upon such exercise, the Reporting Persons (as defined herein) will not own shares of Common Stock in excess of 19.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of the Warrant. Because MFP holds 29.2% of the outstanding Common Stock, the Warrant is not exercisable. Due to their respective relationships with each other, each of the Reporting Persons may be deemed to share voting and dispositive power with respect to the shares of Common Stock reported herein. The ownership percentage set forth above is based on 24,342,806 shares of Common Stock outstanding as set forth in the issuer’s most recent Form 10-Q.

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1 NAMES OF REPORTING PERSONS

MFP Investors LLC<sup>(1)</sup>

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(a)

(b)

3 SEC USE  
ONLY

4 SOURCE OF FUNDS  
AF

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1 NAMES OF REPORTING PERSONS

Michael F.  
Price<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A (a)  
MEMBER OF A GROUP

(b)

3 SEC USE  
ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of  
America

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0

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managing partner of MFP and the managing  
member and controlling person of MFP Investors  
LLC.

(2) 7,102,300 shares of common stock, par value \$0.001 per share (“Common Stock”), of S&W Seed Company, a Nevada corporation (the “Company”), are held directly by MFP. MFP also directly holds a Common Stock Purchase Warrant (the “Warrant”), exercisable for up to 200,000 shares of Common Stock at an exercise price of \$4.32 per share, but only to the extent that upon such exercise, the Reporting Persons (as defined herein) will not own shares of Common Stock in excess of 19.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of the Warrant. Because MFP holds 29.2% of the outstanding Common Stock, the Warrant is not exercisable. Due to their respective relationships with each other, each of the Reporting Persons may be deemed to share voting and dispositive power with respect to the shares of Common Stock reported herein. The ownership percentage set forth above is based on 24,342,806 shares of Common Stock outstanding as set forth in the issuer’s most recent Form 10-Q.

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Explanatory Note

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended, this Amendment No. 7 to Schedule 13D (this "Amendment No. 6") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the "SEC") by MFP Partners, L.P., MFP Investors LLC and Michael F. Price on June 1, 2015 (the "Original Schedule 13D") regarding the common stock, par value \$0.001 per share (the "Common Stock"), of S&W Seed Company, a Nevada corporation (the "Company"), as amended by Amendment No. 1 on November 30, 2015 (the "Amendment No. 1"), as amended by Amendment No. 2 on March 1, 2016 (the "Amendment No. 2"), as amended by Amendment No. 3 on July 19, 2017 (the "Amendment No. 3"), as amended by Amendment No. 4 on August 18, 2017 (the "Amendment No. 4"), as amended by Amendment No. 5 on August 18, 2017 (the "Amendment No. 5"), and as amended by Amendment No. 6 on December 22, 2017 (the "Amendment No. 6"). The Original Schedule 13D, as amended by the Amendment No. 1, the Amendment No. 2, the Amendment No. 3, the Amendment No. 4, the Amendment No. 5, the Amendment No. 6 and this Amendment No. 7 are together referred to herein as the "Schedule 13D".

Except as specifically amended by this Amendment No. 7, items in the Schedule 13D, as amended prior to the date hereof, are unchanged. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 3. Sources and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following paragraph at the end of Item 3:

"Since the filing of Amendment No. 6, MFP acquired 287,961 shares of Common Stock in ordinary market transactions for a total purchase price of \$986,613. The source of funds for the acquisition of the shares of Common Stock by MFP was working capital."

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by replacing sections (a) and (b) of Item 5 with the following:

"(a) and (b) MFP directly owns 7,102,300 shares of Common Stock, representing approximately 29.2% of the outstanding shares of Common Stock. The ownership percentage set forth above is based on 24,342,806 shares of Common Stock outstanding as set forth in the issuer's most recent Form 10-Q.

Due to their respective relationships with MFP and each other, each of the Reporting Persons may be deemed to share voting power with respect to the 7,102,300 shares of Common Stock reported herein, and each of the Reporting Persons may be deemed to share dispositive power with respect to 29.2% of the number of shares of the Common Stock outstanding."

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SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: June 18, 2018

MFP Partners, L.P.,  
by its General Partner,  
MFP Investors LLC

By: /s/ Michael F. Price  
Name: Michael F. Price  
Title: Managing Partner

MFP Investors LLC  
By: /s/ Michael F. Price  
Name: Michael F. Price  
Title: Managing Member

/s/ Michael F. Price  
Michael F. Price

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INDEX OF EXHIBITS

- Exhibit 1 Joint Filing Agreement, dated as of June 1, 2015, by and among MFP Partners, L.P., MFP Investors LLC and Michael F. Price\*
- Exhibit 2 Securities Purchase Agreement by and between S&W Seed Company and MFP Partners, L.P., dated as of December 30, 2014 (filed as Exhibit 4.1 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 3 Securities Purchase Agreement by and between S&W Seed Company and each of the investors named therein, dated as of December 30, 2014 (filed as Exhibit 10.1 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 4 Form of 8% Senior Secured Convertible Debenture (filed as Exhibit 10.2 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 5 Form of Common Stock Purchase Warrant (filed as Exhibit 10.3 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 6 Securities Purchase Agreement by and between S&W Seed Company and MFP Partners, L.P., dated as of November 23, 2015 (filed as Exhibit 10.1 of the Current Report on Form 8-K filed by S&W Seed Company on November 24, 2015 and incorporated herein by reference)\*
- Exhibit 7 Securities Purchase Agreement by and between S&W Seed Company and the Purchasers named therein, dated as of July 19, 2017 (filed as Exhibit 99.1 of the Current Report on Form 8-K filed by S&W Seed Company on July 19, 2017, and incorporated herein by reference)\*
- Exhibit 8 Stock Purchase Agreement by and between MFP Partners, L.P. and the Sellers named therein, dated as of August 15, 2017 (filed as Exhibit 8 of Amendment No. 4 to Schedule 13D filed by MFP Investors LLC on August 18, 2017 and incorporated herein by reference)\*
- Exhibit 9 Investment Agreement by and between S&W Seed Company and MFP Partners, L.P. (including the form of Registration Rights Agreement), dated as of October 3, 2017 (filed as Exhibit 99.1 of the Current Report on Form 8-K filed by S&W Seed Company on October 4, 2017 and incorporated herein by reference)\*

\* Filed previously