Szot Matthew K Form 4 September 20, 2017

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

OMB Number:

OMB APPROVAL

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP Finance & Admin and CFO

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

Szot Matthew K

(First) (Middle)

802 NORTH DOUTY STREET

(Street)

(State)

(Month/Day/Year)

HANFORD, CA 93230

2. Issuer Name and Ticker or Trading

Symbol

S&W Seed Co [SANW]

3. Date of Earliest Transaction (Month/Day/Year)

09/18/2017

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D)

(Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

Issuer

below)

Person

5. Amount of

Director

Applicable Line)

X_ Officer (give title

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount Underlying Securiti (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	f			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(1)	09/18/2017		A	12,066	10/01/2017(2)	(2)	Common Stock	12,0
Employee Stock Option (right to buy)	\$ 3.1	09/18/2017		A	29,687	10/01/2017(4)	09/18/2027	Common Stock	29,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Szot Matthew K 802 NORTH DOUTY STREET HANFORD, CA 93230

EVP Finance & Admin and CFO

Signatures

Matthew K. 09/20/2017 Szot

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) East restricted stock unit ("RSU") represents the contingent right to receive one share of common stock upon vesting of that RSU. The closing price of the Issuer's common stock on the date of this RSU award was \$3.10.
 - The RSUs vest quarterly over three years on the first day of each fiscal quarter, commencing on October 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter through and including July 1, 2020, subject to continued service with the
- (2) Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 1,005 RSUs, and the 12th installment will vest an aggregate of 1,011 RSUs. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, in the Issuer's sole discretion.
- (3) The RSUs and options were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan.
- The options vest in 12 quarterly installments over three years, commencing on October 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter to and including July 1, 2020, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 2,473 options, and the 12th installment will vest an aggregate of 2,484 options.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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