

S&W Seed Co  
Form 4  
April 04, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GREWAL MARK S

(Last) (First) (Middle)  
802 NORTH DOUTY STREET  
(Street)

HANFORD, CA 93230

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
S&W Seed Co [SANW]

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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  | Price  |   |
| Common Stock                    | 04/01/2017                           |  | M <sup>(1)</sup>               |   | 4,722   | A \$ 0   | 108,213 D   |
| Common Stock                    | 04/01/2017                           |  | M <sup>(2)</sup>               |   | 1,931   | A \$ 0   | 110,144 D   |
| Common Stock                    | 04/01/2017                           |  | M <sup>(3)</sup>               |   | 631   | A \$ 0   | 116,660 D   |
| Common Stock                    | 04/01/2017                           |  | F <sup>(5)</sup>               |   | 2,834   | D \$ 4.95  | 113,826 D   |
| Common Stock                    | 04/03/2017                           |  | S <sup>(6)</sup>               |   | 1,181   | D \$ 4.9564  | 112,645 D   |
|                                 |                                      |  |                                |   |   |  | <u>(7)</u>  |

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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 of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (8)  | 04/01/2017                           |  | M                              | 4,722   | (9) (9)  | Common Stock  | 4,722   |
| Restricted Stock Units                     | (8)  | 04/01/2017                           |  | M                              | 1,931   | (10) (10)  | Common Stock  | 1,931   |
| Restricted Stock Units                     | (8)  | 04/01/2017                           |  | M                              | 631   | (11) (11)  | Common Stock  | 631   |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GREWAL MARK S<br>802 NORTH DOUTY STREET<br>HANFORD, CA 93230 | X             |           | President and CEO |       |

## Signatures

Mark S. Grewal                      04/04/2017  
 \*\*Signature of                      Date  
 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 conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person 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 on March 19, 2013.
- (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 form was filed with the SEC on July 17, 2015.
- (3) Represents the conversion upon vesting of RSUs into common stock. On October 5, 2016, the reporting person was granted 7,562 RSUs (the "2016 RSU grant") that were previously reported on Table II of Form 4, which form was filed with the SEC on October 7, 2016.
- (4) Includes one additional share that was inadvertently not issued in connection with the January 1, 2017 vesting.
- (5) The reporting person is reporting the withholding by the Issuer of an aggregate of 2,834 shares of common stock that vested on April 1, 2017 pursuant to the 2013 RSU grant, the 2015 RSU grant and the 2016 RSU grant, but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the delivery of converted common stock to the reporting person as of April 1, 2017.
- (6) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (7) This transaction was executed in multiple trades at prices ranging from \$4.95 to \$5.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request of the Securities and Exchange Commission (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.
- (8) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on March 31, 2017 (the last trading day before the April 1, 2017 vesting date, which fell on a weekend) was \$4.95.
- (9) On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on April 1, 2017. The remaining unvested RSUs will continue to vest in 1 additional quarterly installment of 4,722 RSUs on July 1, 2017 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 on each respective 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.
- (10) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on April 1, 2017. The common stock into which such vested RSUs converted on April 1, 2017 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest on the first day of each quarter through and including July 1, 2018, subject to the reporting person's continued service with the Issuer on each respective 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.
- (11) On October 5, 2016, the reporting person was granted 7,562 RSUs, of which 630 vested on April 1, 2017, with an additional one share issued to correct a shortfall in connection with the January 1, 2017 vesting. The common stock into which such vested RSUs converted on April 1, 2017 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest 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. 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.