

Szot Matthew K
 Form 4
 October 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Szot Matthew K

(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)
 10/01/2017

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)
 EVP Finance & Admin and CFO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/01/2017		M ⁽¹⁾	4,726 A	\$ 0 65,369	D	
Common Stock	10/01/2017		M ⁽¹⁾	1,931 A	\$ 0 67,300	D	
Common Stock	10/01/2017		M ⁽¹⁾	684 A	\$ 0 67,984	D	
Common Stock	10/01/2017		M ⁽¹⁾	1,005 A	\$ 0 68,989	D	
Common Stock	10/01/2017		F ⁽²⁾	3,137 D	\$ 3.15 65,852	D	

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Common Stock 10/02/2017 S⁽³⁾ 1,100 D \$ 3.105 64,752 D
 (4)

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)	Amount or Number of Shares
Restricted Stock Units	(5)	10/01/2017		M	4,726	10/01/2017(6) (6)	Common Stock	4,726
Restricted Stock Units	(5)	10/01/2017		M	1,931	10/01/2017(7) (7)	Common Stock	1,931
Restricted Stock Units	(5)	10/01/2017		M	684	10/01/2017(8) (8)	Common Stock	684
Restricted Stock Units	(5)	10/01/2017		M	1,005	10/01/2017(9) (9)	Common Stock	1,005

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.
Szot

10/03/2017

 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).

(1) Represents the settlement of restricted stock units ("RSUs") that vested on October 1, 2017 through the issuance of common stock.

The reporting person is reporting the withholding by the Issuer of an aggregate of 3,137 shares of common stock that vested on October 1,

(2) 2017 pursuant to the four 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 four RSU awards.

(3) 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 ranging from \$3.10 to \$3.15. The price reported above reflects the weighted

(4) average sale price. The reporting person hereby undertakes to provide upon request of the Securities and Exchange Commission 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.

(5) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on September 29, 2017 (the last trading day before the October 1, 2017 vesting date, which fell on a weekend) was \$3.15.

(6) On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,726 vested on October 1, 2017. This is the final vesting installment for this RSU award.

On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on October 1, 2017. The remaining unvested

(7) RSUs will continue to vest on the first day of each fiscal quarter through and including July 1, 2018, subject to the reporting person's continued service with the Issuer through each respective vesting date.

On October 5, 2016, the reporting person was granted 8,210 RSUs, of which 684 vested on October 1, 2017. The remaining unvested

(8) 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.

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

(9) unvested RSUs will continue to vest 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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