

S&W Seed Co  
Form SC 13G/A  
February 17, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

S&W Seed Company

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(Name of Issuer)

Common stock, par value \$0.001 per share

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(Title of Class of Securities)

785135104

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(CUSIP Number)

December 31, 2014

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(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Asset Management, LLC

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF  
A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 700,000 shares of common stock  
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8 700,000 shares of common stock  
Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

9 700,000 shares of common stock  
Warrants to purchase 350,000 shares of common stock

CHECK IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW (9)

11 7.5%\*

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12 IA

\* Percentage calculated by dividing (i) the sum of (a) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (b) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Holdings, L.P.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF  
A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

9 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

CHECK IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW (9)

11 7.7%\*

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12 HC

\* Percentage calculated by dividing (i) the sum of (a) 24,589 shares of common stock plus (b) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (c) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Trading Partners, Inc.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF  
A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

9 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

CHECK IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW (9)

11 7.7%\*

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12 CO/HC

\* Percentage calculated by dividing (i) the sum of (a) 24,589 shares of common stock plus (b) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (c) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Christopher L. Gust

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF  
A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US Citizen

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 724,589 shares of common stock  
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

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Warrants to purchase 350,000 shares of common stock

CHECK IF THE AGGREGATE AMOUNT IN ROW  
(9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW (9)

11 7.7%\*

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12 IN/HC



\* Percentage calculated by dividing (i) the sum of (a) 24,589 shares of common stock plus (b) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (c) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Robert R. Bellick

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS  
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF  
A GROUP

2 (a)  
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US Citizen

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

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SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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BY EACH REPORTING PERSON

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(9) EXCLUDES CERTAIN SHARES (SEE  
INSTRUCTIONS)

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PERCENT OF CLASS REPRESENTED BY AMOUNT  
IN ROW (9)

11 7.7%\*

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

12 IN/HC

\* Percentage calculated by dividing (i) the sum of (a) 24,589 shares of common stock plus (b) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (c) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

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CUSIP No.: 785135104

NAME OF ISSUER:

ITEM 1(a).

S&W Seed Company

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ITEM 1(b).

25552 South Butte Avenue  
Five Points, CA 93624

NAME OF PERSON FILING:

ITEM 2(a). Wolverine Asset Management, LLC  
Wolverine Holdings, L.P.  
Wolverine Trading Partners, Inc.  
Christopher L. Gust  
Robert R. Bellick

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

ITEM 2(b). c/o Wolverine Asset Management, LLC  
175 West Jackson Blvd., Suite 340  
Chicago, IL 60604

CITIZENSHIP:

ITEM 2(c). Wolverine Asset Management, LLC – Illinois  
Wolverine Holdings, L.P. – Illinois  
Wolverine Trading Partners, Inc. – Illinois  
Christopher L. Gust – US Citizen  
Robert R. Bellick – US Citizen

TITLE OF CLASS OF SECURITIES:

ITEM 2(d).

Common stock, par value \$0.001 per share

CUSIP NUMBER:

ITEM 2(e).

785135104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);

- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
  - (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
  - (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
  - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k)