

S&W Seed Co  
Form 4  
October 03, 2014

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Sztot Matthew K

(Last) (First) (Middle)

P.O. BOX 235

(Street)

FIVE POINTS, CA 93624

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/01/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP of Fin. and Admin. and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/01/2014		M <sup>(1)</sup>	4,722 A \$ 0	37,809	D	
Common Stock	10/01/2014		F <sup>(2)</sup>	2,156 D \$ 0	35,653	D	
Common Stock	10/01/2014		S <sup>(3)</sup>	1,100 D \$ 4.1191	34,553	D	

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

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SEC 1474  
(9-02)

number.

**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. Pr Dep Secu (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	10/01/2014		M	4,722	(5)	(5)	Common Stock	4,722

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Szot Matthew K P.O. BOX 235 FIVE POINTS, CA 93624	EVP of Fin. and Admin. and CFO

## Signatures

Matthew K.  
Szot 10/03/2014

\_\_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).
- Represents the conversion upon vesting of restricted stock units ("RSUs") into shares of common stock. On March 16, 2013, the
- (1) Reporting Person was granted 100,000 RSUs that were previously reported in Table II of Form 4, which was filed with the Securities and Exchange Commission on March 19, 2013.
- The Reporting Person is reporting the withholding by the Issuer of 2,156 shares of common stock that vested on October 1, 2014, but
- (2) which were not issued in order to satisfy the Reporting Person's tax withholding obligations in connection with the delivery of the converted common stock to the Reporting Person as of October 1, 2014.
- (3) These sales were made pursuant to a Rule 10b5-1 predefined trading plan enacted for tax and planning purposes.
- (4) Each RSU is the economic equivalent of one share of the Issuer's common stock.
- (5) On March 16, 2013, the Reporting Person was granted 100,000 RSUs, of which 4,722 vested on October 1, 2014. The number of shares of common stock into which such vested RSUs converted on October 1, 2014 is reported in Table I of this Form 4. The remaining

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unvested RSUs will continue to vest in 12 additional quarterly installments of 4,722 RSUs on the first day of each fiscal quarter 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 through the 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.

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