

S&W Seed Co
Form 4
July 03, 2013

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 *
GREWAL MARK S

(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)
07/01/2013

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)
Common Stock, \$0.001 par value	07/01/2013		M ⁽¹⁾	19,722 A \$ 0	74,187	D	
Common Stock, \$0.001 par value	07/01/2013		F ⁽²⁾	7,234 (2) D \$ 0	66,953	D	

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	07/01/2013		M		19,722		(4)	(4)	Common Stock	19,722

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GREWAL MARK S P.O. BOX 235 FIVE POINTS, CA 93624	X President and CEO

Signatures

Mark S. Grewal 07/03/2013

 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).

- Represents the conversion upon vesting of restricted stock units into common stock. On March 16, 2013, the reporting person was granted
- (1) 100,000 restricted stock units, of which 19,722 vested on July 1, 2013. Such restricted stock units were previously reported on Table II of Form 4 filed with the Securities and Exchange Commission on March 19, 2013.
 - (2) Shares withheld by the issuer to satisfy the tax withholding requirement upon vesting of restricted stock units. These shares were never issued, and this is not an open market or private sale of securities.
 - (3) Each restricted stock unit is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on July 1, 2013 was \$8.02.
 - (4) On March 16, 2013, the reporting person was granted 100,000 restricted stock units, of which 19,722 vested on July 1, 2013. The common stock into which such vested restricted stock units converted on July 1, 2013 is reported on Table I of this Form 4. The remaining unvested restricted stock units will continue to vest in 17 installments of 4,722 RSUs on the first day of each fiscal quarter, and the 18th installment will vest an aggregate of 4,726 RSUs on the final vesting date of October 1, 2017, subject to the reporting person's continued employment with the issuer through each vesting date. Vested shares will be delivered to the reporting person on the settlement

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date unless the Company 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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