

S&W Seed Co
Form 3
March 19, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â NORDSTROM MICHAEL N.		(Month/Day/Year)	S&W Seed Co [SANW]	
(Last)	(First)	(Middle)	03/12/2015	
222 WEST LACEY BLVD.		4. Relationship of Reporting Person(s) to Issuer		
(Street)		(Check all applicable)		
HANFORD, CA 93230		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
6. Individual or Joint/Group Filing(Check Applicable Line)		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,750	D	Â
Common Stock	14,477	I	By living trust
Common Stock	25,000	I	By wife

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy)	01/01/2012 ⁽¹⁾	10/24/2016	Common Stock	10,000	\$ 4.2	D	Â
Stock Option (right to buy)	01/01/2013 ⁽²⁾	12/08/2017	Common Stock	12,500	\$ 7.2	D	Â
Stock Option (right to buy)	04/01/2014 ⁽³⁾	01/31/2019	Common Stock	7,000	\$ 6.23	D	Â
Common Stock	04/01/2015 ⁽⁴⁾	12/09/2024	Common Stock	7,000	\$ 3.61	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORDSTROM MICHAEL N. 222 WEST LACEY BLVD. HANFORD, CA 93230	Â X	Â	Â	Â

Signatures

Michael N.
Nordstrom

03/19/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) The options vested and became exercisable in four quarterly installments of 2,500 shares over one year, commencing on January 1, 2012 and continuing thereafter on the first day of each succeeding fiscal quarter (April 1, July 1 and October 1), through and including October 1, 2012.
- (2) The options vested and became exercisable in four quarterly installments of 3,125 shares over one year, commencing on January 1, 2013 and continuing thereafter on the first day of each succeeding fiscal quarter (April 1, July 1 and October 1), through and including October 1, 2013.
- (3) The options vested and became exercisable in four quarterly installments of 1,750 shares over one year, commencing on April 1, 2014 and continuing thereafter on the first day of each succeeding fiscal quarter (July 1, October 1 and January 1) through and including January 1, 2015.
- (4) The options vest and become exercisable in four quarterly installments of 1,750 shares over one year, commencing on April 1, 2015 and continuing thereafter on the first day of each succeeding fiscal quarter (July 1, October 1 and January 1) through and including January 1, 2016, subject to continued service through each 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. 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.