

Wong Mark
Form 4
December 22, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wong Mark

(Last) (First) (Middle)

1941 PEARL STREET, SUITE 200

(Street)

BOULDER, CO 80302

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

S&W Seed Co [SANW]

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

12/20/2017

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)

President & 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 Ownership (Instr. 4)
Common Stock	12/20/2017		M ⁽¹⁾	6,632 A	\$ 0 81,632	D	
Common Stock	12/20/2017		F ⁽²⁾	2,061 D	\$ 3.5 79,571	D	

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)
Restricted Stock Units	(3)	12/20/2017		M	6,632	12/20/2017 ⁽⁴⁾ 12/20/2017 ⁽⁴⁾	Common Stock 6,632

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Mark 1941 PEARL STREET, SUITE 200 BOULDER, CO 80302	X		President & CEO	

Signatures

Mark Wong 12/22/2017

__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 December 20, 2017 through the issuance of shares of common stock.

(2) The reporting person is reporting the withholding by the Issuer of an aggregate of 2,061 shares of common stock that vested on December 20, 2017 pursuant to the RSU award 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 RSU award.

(3) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on the December 20, 2017 vesting date was \$3.50.

(4) On December 20, 2016, the reporting person was granted 6,632 RSUs, all of which vested on December 20, 2017.

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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