GREWAL MARK S
Form 4
August 07, 2017

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREWAL MARK S

(Last) (First) (Middle)

564 PHILAN CIRCLE

(Street)

LEMOORE, CA 93245

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2017

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) __X__ Other (specify below)
Former Pres., CEO & Director

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 (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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/27/2017		M[1]		25,415	A	$ 0	160,879	D	
Common Stock	07/27/2017		F[2]		9,551	D	$ 4.05	151,328	D	
Common Stock	08/03/2017		S		29,938	D	$ 3.5008 [3]	121,390	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)

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. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)	07/27/2017		M			25,415	(5)	(5)	Common Stock	25,415	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREWAL MARK S 564 PHILAN CIRCLE LEMOORE, CA 93245				Former Pres., CEO & Director

Signatures

Mark S. Grewal	08/03/2017
**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) The aggregate of 25,415 shares of common stock represents the total number of previously unvested restricted stock units ("RSUs") awarded to the reporting person on July 15, 2015 and October 5, 2016, all of which were accelerated in connection with the reporting person's departure as the President, Chief Executive Officer and a director of the Issuer. The shares of common stock were issued upon conversion of the RSUs in exempt transactions pursuant to Rule 16b-3.

(2) The reporting person is reporting the withholding by the Issuer of an aggregate of 9,551 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of common stock upon conversion of the RSUs referred to above.

(3) The sales reported on this form 4 were made in multiple trades at prices ranging between $3.45 and $3.575. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request of the Securities and Exchange Commission or its staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4. The reporting person purchased 24,000 shares of common stock on May 19, 2017, as reported on his Form 4 filed on May 22, 2017; however, those shares were purchased at $4.10 and $4.20. Accordingly, there is no short-swing profit resulting fro the sales reported on this Form 4.

(4) Each RSU is the economic equivalent of one share of S&W Seed Compay common stock. On July 27, 2017, the date of issuance, the closing price of the Issuer's common stock was $3.60.

(5) All of the reporting person's awarded RSUs accelerated upon his departure as President, Chief Executive Officer and a director, and the shares were issued upon execution by the reporting person and the Issuer of a Resignation and Separation Agreement.

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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