

Szot Matthew K
Form 4
September 20, 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 *
Szot Matthew K

(Last) (First) (Middle)

802 NORTH DOUTY STREET

(Street)

HANFORD, CA 93230

(City) (State) (Zip)

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

S&W Seed Co [SANW]

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

09/18/2017

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 below) ____ Other (specify below)

EVP Finance & 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 (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)
				(A) or (D)			
				Code V Amount	Price		

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

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SEC 1474
(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	09/18/2017		A			12,066		10/01/2017(2)	(2)	Common Stock	12,0
Employee Stock Option (right to buy)	\$ 3.1	09/18/2017		A			29,687		10/01/2017(4)	09/18/2027	Common Stock	29,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szot Matthew K 802 NORTH DOUTY STREET HANFORD, CA 93230			EVP Finance & Admin and CFO	

Signatures

Matthew K.
Szot

09/20/2017

__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) East restricted stock unit ("RSU") represents the contingent right to receive one share of common stock upon vesting of that RSU. The closing price of the Issuer's common stock on the date of this RSU award was \$3.10.

The RSUs vest quarterly over three years on the first day of each fiscal quarter, commencing on October 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter through and including July 1, 2020, subject to continued service with the
- (2) Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 1,005 RSUs, and the 12th installment will vest an aggregate of 1,011 RSUs. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, in the Issuer's sole discretion.
- (3) The RSUs and options were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan.

The options vest in 12 quarterly installments over three years, commencing on October 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter to and including July 1, 2020, subject to continued service with the Issuer on each respective vesting
- (4) date. Of the quarterly vesting installments, 11 will vest an aggregate of 2,473 options, and the 12th installment will vest an aggregate of 2,484 options.

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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