

S&W Seed Co
 Form 4
 October 05, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)
 7108 NORTH FRESNO STREET,
 SUITE 380
 (Street)

FRESNO, X1 93720

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
10/01/2015

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	10/01/2015		M ⁽¹⁾	4,722 A \$ 0	94,458	D	
Common Stock	10/01/2015		M ⁽²⁾	3,750 A \$ 0	98,208	D	
Common Stock	10/01/2015		F ⁽³⁾	3,190 D \$ 0	95,018	D	

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

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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. Pr Deriv Secur (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(4)	10/01/2015		M	4,722	(5)	(5)	Common Stock	4,722
Restricted Stock Units	(4)	10/01/2015		M	3,750	(6)	(6)	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREWAL MARK S 7108 NORTH FRESNO STREET, SUITE 380 FRESNO, X1 93720	X		President and CEO	

Signatures

Mark S. Grewal 10/05/2015

**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 conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person was granted 100,000 RSUs (the "2013 RSUs grant"), which grant was previously reported on Table II of Form 4 and that was filed with the Securities and Exchange Commission on March 19, 2013.

(2) Represents the conversion upon vesting of RSUs into common stock. On July 15, 2015, the reporting person was granted 25,000 RSUs (the "2015 RSUs grant"), which grant was previously reported on Table II of Form 4 and that was filed with the SEC on July 17, 2015.

(3) The reporting person is reporting the withholding by the Issuer of an aggregate of 3,190 shares of common stock that vested on October 1, 2015 pursuant to the 2013 RSUs grant and the 2015 RSUs grant, but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the delivery of the converted common stock to the reporting person as of October 1, 2015.

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- (4) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on October 1, 2015 was \$4.50
- On March 16, 2013, the reporting person was granted 100,000 RSUS, of which 4,722 vested on October 1, 2015. The common stock into which such vested RSUs converted on October 1, 2015 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 7 additional quarterly installments of 4,722 RSUs on the first day of each quarter and a final quarterly installment will vest an aggregate of 4,726 RSUs on October 1, 2017, subject to the reporting person's continued service with the Issuer on each vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash or a combination of shares and cash, at the Issuer's discretion.
- (5) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 3,750 vested on October 1, 2015. The common stock into which such vested RSUs converted on October 1, 2015 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 10 quarterly installments of 1,931 RSUs on the first day of each quarter, and a final quarterly installment will vest an aggregate of 1,940 RSUs on July 1, 2018, subject to the reporting person's continued service with the Issuer on each vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs inn 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. 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.