

GARDNER DANIELSON B.
Form 4
October 10, 2018

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 *
GARDNER DANIELSON B.

(Last) (First) (Middle)
C/O S&W SEED COMPANY, 106
K STREET, SUITE 300
(Street)

SACRAMENTO, CA 95814

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/07/2018

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)
Chief Marketing & Tech Officer

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 Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	10/07/2018		M ⁽¹⁾	832 A \$ 0	4,671	D	
Common Stock	10/07/2018		F ⁽²⁾	288 D \$ 2.76	4,383	D	

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

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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 of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	10/07/2018		M	832	10/07/2017 ⁽⁴⁾ 10/07/2018 ⁽⁴⁾	Common Stock 832

Reporting Owners

Reporting Owner Name / Address

Relationships

GARDNER DANIELSON B.
C/O S&W SEED COMPANY
106 K STREET, SUITE 300
SACRAMENTO, CA 95814

Director 10% Owner Officer Other

Chief Marketing & Tech Officer

Signatures

/s/ Danielson B.
Gardner 10/10/2018

__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 October 7, 2018 through the issuance of shares of common stock.
The reporting person is reporting the withholding by the Issuer of an aggregate of 288 shares of common stock that vested on October 7, 2018 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 upon settlement of the RSU award.
- (2) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on October 5, 2018 (the last trading day before the October 7, 2018 vesting date) was \$2.76.
- (3) On October 7, 2016, the reporting person was awarded 1,663 RSUs, the final installment of which vested on October 7, 2018.

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.