

S&W Seed Co
Form 4
January 05, 2015

FORM 4

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

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).

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 *
Sztot Matthew K

(Last) (First) (Middle)
P.O. BOX 235
(Street)
FIVE POINTS, CA 93624

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

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

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
EVP Finance and Admin and CFO

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	Price	
Common Stock	01/01/2015		M ⁽¹⁾		4,722	A \$ 0	39,275 D
Common Stock	01/01/2015		F ⁽²⁾		2,496	D \$ 3.79	36,779 D
Common Stock	01/02/2015		S ⁽³⁾		1,100	D \$ 3.9036	35,679 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(5)	01/01/2015		M	4,722	(6) (6)	Common Stock, \$0.001 par value	4,722

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szot Matthew K P.O. BOX 235 FIVE POINTS, CA 93624			EVP Finance and Admin and CFO	

Signatures

/s/ Matthew K. Szot 01/05/2015

**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).
Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person (1) was granted 100,000 RSUs that were previously reported on Table II of Form 4, and which was filed with the Securities and Exchange Commission on March 19, 2013.
The reporting person is reporting the withholding by the Issuer of 2496 shares of common stock that vested on January 1, 2015, but which (2) 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 January 1, 2015.
(3) The sales reported in this Form 4 were affected pursuant to a 10b5-1 trading plan adopted by the reporting person.
(4)

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This transaction was executed in multiple trades at prices ranging from \$3.90 to \$3.93. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the Securities and Exchange Commission 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.

- (5) Each RSU is the economic equivalent of one share of the Issuer's common stock.

On March 16, 2013, the reporting person was granted 100,000 RSUs, of which 4,722 vested on January 1, 2015. The common stock into which such vested RSUs converted on January 1, 2015 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 11 additional quarterly installments of 4,722 RSUs on the first day of each fiscal 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 through the 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.

(6)

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.