

GARDNER DANIELSON B.
Form 4
October 11, 2017

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 *
GARDNER DANIELSON B.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
802 NORTH DOUTY STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/07/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Marketing & Tech Officer

HANFORD, CA 93230

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 10/07/2017 | | M ⁽¹⁾ | 831 A \$ 0 | 1,888 | D | |
| Common Stock | 10/07/2017 | | F ⁽²⁾ | 312 D \$ 3.35 | 1,576 | 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (3) | 10/07/2017 | | M | 831 | 10/07/2017 ⁽⁴⁾ 10/07/2017 ⁽⁴⁾ | Common Stock | 831 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER DANIELSON B. 802 NORTH DOUTY STREET HANFORD, CA 93230 | | | Chief Marketing & Tech Officer | |

Signatures

Danielson B. Gardner
10/11/2017
**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) Represents the settlement of restricted stock units ("RSUs") that vested on October 7, 2017 through the issuance of shares of common stock.
The reporting person is reporting the withholding by the Issuer of an aggregate of 312 shares of common stock that vested on October 7, 2017 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.
- (3) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on October 6, 2017 (the last trading day before the October 7, 2017 vesting date, which fell on a weekend) was \$3.35
- (4) On October 7, 2016, the reporting person was granted 1,663 RSUs, of which 831 vested on October 7, 2017. The remaining unvested RSUs will vest on October 7, 2018, subject to the reporting person's continued service with the Issuer on the vesting date.

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.