

Szot Matthew K
 Form 4
 July 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Szot Matthew K

(Last) (First) (Middle)
 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)
 07/01/2018

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)
 EVP Finance & 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/01/2018		M ⁽¹⁾	1,940 A \$ 0	75,763	D	
Common Stock	07/01/2018		M ⁽¹⁾	684 A \$ 0	76,447	D	
Common Stock	07/01/2018		M ⁽¹⁾	1,005 A \$ 0	77,452	D	
Common Stock	07/01/2018		F ⁽²⁾	1,221 D \$ 3.25	76,231	D	
Common Stock	07/02/2018		S ⁽³⁾	1,100 D \$ 3.15	75,131	D	

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 July 1, 2018 through the issuance of shares of common stock.

The reporting person is reporting the withholding by the Issuer of an aggregate of 1,221 shares of common stock that vested on July 1,

(2) 2018 pursuant to the three RSU awards referred to in Table II, but that were not issued in order to satisfy the reporting person's tax withholding obligations in connection with the settlement of the three RSU awards.

(3) The sale reported on this Form 4 was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(4) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on June 29, 2018 (the last trading day before the July 1, 2018 vesting date, which fell on a weekend) was \$3.25.

(5) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which the final installment of 1,940 RSUs vested on July 1, 2018.

On October 5, 2016, the reporting person was granted 8,210 RSUs, of which 684 vested on July 1, 2018. The remaining unvested RSUs

(6) will continue to vest in equal installments on the first day of each quarter through and including October 1, 2019, subject to the reporting person's continued service with the Issuer on each respective vesting date.

On September 18, 2017, the reporting person was granted 12,066 RSUs, of which 1,005 vested on July 1, 2018. The remaining unvested

(7) RSUs will continue to vest in equal installments on the first day of each quarter through and including July 1, 2020, subject to the reporting person's continued service with the Issuer on each respective 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.