

Szot Matthew K
 Form 4
 April 03, 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 *
 Szot Matthew K

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)
 106 K STREET, SUITE 300
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP Finance & Admin and CFO

SACRAMENTO, CA 95814
 (City) (State) (Zip)

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

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 (A) or Price (D)		
Common Stock	04/01/2018		M ⁽¹⁾		1,931 A \$ 0	74,714	D
Common Stock	04/01/2018		M ⁽¹⁾		684 A \$ 0	75,398	D
Common Stock	04/01/2018		M ⁽¹⁾		1,005 A \$ 0	76,403	D
Common Stock	04/01/2018		F ⁽²⁾		1,480 D \$ 3.6	74,923	D
Common Stock	04/02/2018		S ⁽³⁾		1,100 D \$ 3.5	73,823	D

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(4)	04/01/2018		M	1,931	04/01/2018 ⁽⁵⁾ 04/01/2018 ⁽⁵⁾	Common Stock	1,931
Restricted Stock Units	(4)	04/01/2018		M	684	04/01/2018 ⁽⁶⁾ 04/01/2018 ⁽⁶⁾	Common Stock	684
Restricted Stock Units	(4)	04/01/2018		M	1,005	04/01/2018 ⁽⁷⁾ 04/01/2018 ⁽⁷⁾	Common Stock	1,005

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Szot Matthew K 106 K STREET, SUITE 300 SACRAMENTO, CA 95814			EVP Finance & Admin and CFO	

Signatures

/s/ Matthew K. Szot 04/03/2018

**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 April 1, 2018 through the issuance of shares of common stock.

The reporting person is reporting the withholding by the Issuer of an aggregate of 1,480 shares of common stock that vested on April 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 March 29, 2018 (the last trading day before the April 1, 2018 vesting date, which fell on a weekend) was \$3.60.

(5) On July 15, 2015, the reporting person was granted 25,000 RSUs, of which 1,931 vested on April 1, 2018. The remaining RSUs will vest on July 1, 2018, subject to the reporting person's continued service with the Issuer on the vesting date.

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

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

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