

S&W Seed Co  
Form 4  
July 16, 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 \*  
Szot Matthew K

(Last) (First) (Middle)  
7108 NORTH FRESNO STREET,  
SUITE 380  
(Street)

FRESNO, CA 93720

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/15/2015

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 & 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 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   |  |                                   |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                           | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------------------------------------|------------------------------|------------------|------------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Restricted Stock Units               | (1)                          | 07/15/2015       | A          | 25,000   |      |   |     |     | (2)              | (2)             | Common Stock | 25,000                     |
| Employee stock option (right to buy) | \$ 4.76                      | 07/15/2015       | A          | 50,000   |      |   |     |     | 10/01/2015(4)    | 07/15/2025      | Common Stock | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| Szot Matthew K<br>7108 NORTH FRESNO STREET, SUITE 380<br>FRESNO, CA 93720 |               |           | EVP Finance & Admin & CFO |       |

## Signatures

Matthew K. Szot  
07/16/2015  
 \*\*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).
- (1) Each restricted stock unit ("RSU") represents the contingent right to receive one share of common stock upon vesting of the RSU. The RSUs vest on the following schedule, assuming continued service with the Issuer on each vesting date: (i) 15% (3,750 RSUs) vest on October 1, 2015; and (ii) the remaining 85% (21,250 RSUs) vest in 11 quarterly installments on the first day of each fiscal quarter, commencing on January 1, 2016 and continuing thereafter on the first day of each succeeding fiscal quarter through and including July 1, 2018. Of the quarterly vesting installments, 10 will vest an aggregate of 1,931 RSUs and the 11th installment will vest an aggregate of 1,940 RSUs. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, in the Issuer's sole discretion.
- (2) The RSUs and options were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan. The options vest in 12 quarterly installments over three years, commencing on October 1, 2015 and continuing thereafter on the first day of each succeeding fiscal quarter (January 1, April 1, July 1 and October 1) to and including July 1, 2018, assuming continued service with the Issuer on each 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.