

S&W Seed Co
Form SC 13G
January 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

S&W Seed Company

(Name of Issuer)

Common stock, par value \$0.001 per share

(Title of Class of Securities)

785135104

(CUSIP Number)

December 30, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Asset Management, LLC

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF
A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9

CHECK IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

11

7.5%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

IA

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* Percentage calculated by dividing (i) the sum of (a) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (b) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Holdings, L.P.

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(b)

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CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

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SHARED DISPOSITIVE POWER

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Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

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CHECK IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

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PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

11

7.5%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

HC

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Trading Partners, Inc.

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF
A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9

CHECK IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

11

7.5%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

CO/HC

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Christopher L. Gust

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF
A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US Citizen

SOLE VOTING POWER

5

NUMBER OF SHARED VOTING POWER
SHARES 700,000 shares of common stock
BENEFICIALLY OWNED BY 6 Warrants to purchase 350,000 shares of common stock
EACH

SOLE DISPOSITIVE POWER

7

REPORTING SHARED DISPOSITIVE POWER
PERSON WITH 700,000 shares of common stock
8 Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9

CHECK IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

11

7.5%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

IN

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CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Robert R. Bellick

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF
A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 US Citizen

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF
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EACH
REPORTING
PERSON WITH

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BY EACH REPORTING PERSON

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PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

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7.5%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

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CUSIP No.: 785135104

NAME OF ISSUER:

ITEM 1(a).

S&W Seed Company

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ITEM 1(b).

25552 South Butte Avenue
Five Points, CA 93624

NAME OF PERSON FILING:

Wolverine Asset Management, LLC

ITEM 2(a).

Wolverine Holdings, L.P.
Wolverine Trading Partners, Inc.
Christopher L. Gust
Robert R. Bellick

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

ITEM 2(b).

c/o Wolverine Asset Management, LLC
175 West Jackson Blvd., Suite 340
Chicago, IL 60604

CITIZENSHIP:

Wolverine Asset Management, LLC – Illinois

ITEM 2(c).

Wolverine Holdings, L.P. – Illinois
Wolverine Trading Partners, Inc. – Illinois
Christopher L. Gust – US Citizen
Robert R. Bellick – US Citizen

TITLE OF CLASS OF SECURITIES:

ITEM 2(d).

Common stock, par value \$0.001 per share

CUSIP NUMBER:

ITEM 2(e).

785135104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);

- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
-

- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

As of the date of this filing, Wolverine Asset Management, LLC (“WAM”) is deemed to have voting and dispositive power over 1,050,000 shares of the common stock of S&W Seed Company (the “Issuer”). This amount consists of (i) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer (the (a) “Convertible Debentures”) and (ii) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer (the “Warrants”).

The sole member and manager of WAM is Wolverine Holdings, L.P. (“Wolverine Holdings”). Robert R. Bellick and Christopher L. Gust may be deemed to control Wolverine Trading Partners, Inc. (“WTP”), the general partner of Wolverine Holdings.

Percent of class:

7.5%

As of the date of this filing, each of WAM, Wolverine Holdings, WTP, Mr. Bellick, and Mr. Gust may be deemed to be the beneficial owner of 7.5% of the Issuer’s outstanding shares of common stock, which percentage was calculated by dividing (i) the sum of (a) 700,000 shares of common stock receivable upon conversion of the Convertible Debentures plus (b) 350,000 shares of common stock receivable upon exercise of the Warrants by (ii) (b) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer’s quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

The terms of the Convertible Debentures and the Warrants provide that such securities may not be converted or exercised, as applicable, to the extent that the holder thereof would beneficially own more than a maximum of 9.99% of the common stock of the Issuer outstanding immediately after giving effect to such conversion or exercise.

Number of shares as to which the person has:

(c)(i) Sole power to vote or to direct the vote:

0

(ii) Shared power to vote or to direct the vote:

As of the date of this filing, each of WAM, Wolverine Holdings, WTP, Mr. Bellick, and Mr. Gust have shared power to vote or direct the vote of (i) 700,000 shares of the common stock of the Issuer underlying the Convertible Debentures upon conversion of the Convertible Debentures, and (ii) up to 350,000 shares of the common stock of the Issuer underlying the Warrants upon exercise of the Warrants.

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

As of the date of this filing, each of WAM, Wolverine Holdings, WTP, Mr. Bellick, and Mr. Gust has shared power to dispose or direct the disposition of (i) 700,000 shares of the common stock of the Issuer underlying the Convertible Debentures upon conversion of the Convertible Debentures, and (ii) up to 350,000 shares of the common stock of the Issuer underlying the Warrants upon exercise of the Warrants.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Wolverine Flagship Fund Trading Limited is known to have the right to receive the receipt of dividends from, or the proceeds from the sale of, the securities covered by this statement that are beneficially owned by WAM.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP:

Not applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 9, 2015

Wolverine Asset Management, LLC

/s/ Kenneth L. Nadel

Signature

Kenneth L. Nadel, Chief Operating Officer

Name/Title

Wolverine Holdings, L.P.

/s/Christopher L. Gust

Signature

Christopher L. Gust, Managing Director

Name/Title

Wolverine Trading Partners, Inc.

/s/Christopher L. Gust

Signature

Christopher L. Gust, Authorized Signatory

Name/Title

/s/Christopher L. Gust

Christopher L. Gust

/s/ Robert R. Bellick

Robert R. Bellick

Exhibit 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, par value \$0.001 per share, of S&W Seed Company and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of January 9, 2015.

Wolverine Asset Management, LLC

/s/ Kenneth L. Nadel
Signature

Kenneth L. Nadel, Chief Operating Officer
Name/Title

Wolverine Holdings, L.P.

/s/Christopher L. Gust
Signature

Christopher L. Gust, Managing Director
Name/Title

Wolverine Trading Partners, Inc.

/s/Christopher L. Gust
Signature

Christopher L. Gust, Authorized Signatory
Name/Title

/s/Christopher L. Gust
Christopher L. Gust

/s/ Robert R. Bellick
Robert R. Bellick

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

