

GARDNER DANIELSON B.
Form 4
October 03, 2018

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)
C/O S&W SEED COMPANY, 106
K STREET, SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2018

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

(Street)
SACRAMENTO, CA 95814

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/01/2018 | | M ⁽¹⁾ | 529 A \$ 0 | 3,754 | D | |
| Common Stock | 10/01/2018 | | M ⁽¹⁾ | 410 A \$ 0 | 4,164 | D | |
| Common Stock | 10/01/2018 | | F ⁽²⁾ | 325 D \$ 2.69 | 3,839 | D | |

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

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number.

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) | 10/01/2018 | | M | 529 | 10/01/2017 ⁽⁴⁾ 07/01/2020 ⁽⁴⁾ | Common Stock | 529 |
| Restricted Stock Units | (3) | 10/01/2018 | | M | 410 | 10/01/2018 ⁽⁵⁾ 07/01/2021 ⁽⁵⁾ | Common Stock | 410 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GARDNER DANIELSON B. C/O S&W SEED COMPANY 106 K STREET, SUITE 300 SACRAMENTO, CA 95814 | | | Chief Marketing & Tech Officer | |

Signatures

/s/ Danielson B. Gardner 10/03/2018

__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 October 1, 2018 through the issuance of shares of common stock.
The reporting person is reporting the withholding by the Issuer of an aggregate of 325 shares of common stock that vested on October 1,
- (2) 2018 pursuant to the RSU awards 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 awards.

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- (3) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on the October 1, 2018 vesting date was \$2.69.

On September 18, 2017, the reporting person was granted 6,351 RSUs, of which 529 vested on October 1, 2018. The remaining unvested

- (4) 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.

On August 31, 2018, the reporting person was granted 4,922 RSUs, of which 410 vested on October 1, 2018. The remaining unvested

- (5) RSUs will continue to vest in equal installments on the first day of each quarter through and including July 1, 2021, 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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