

S&W Seed Co
Form 4
March 24, 2017

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 *
WYNNEFIELD PARTNERS
SMALL CAP VALUE LP

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 (D) | Price | | |
| Common Stock | 03/22/2017 | | P | | 32 | A | \$ 4.35 | 754,487 | D (1) (4) (5) |
| Common Stock | 03/22/2017 | | P | | 50 | A | \$ 4.35 | 1,214,633 | I See footnote (2) |
| Common Stock | 03/22/2017 | | P | | 18 | A | \$ 4.35 | 307,981 | I See footnote (3) |
| Common Stock | 03/23/2017 | | P | | 3,047 | A | \$ 4.35 | 757,534 | D (1) (4) (5) |
| Common Stock | 03/23/2017 | | P | | 4,806 | A | \$ 4.35 | 1,219,439 | I See footnote (2) |

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Common Stock 03/23/2017 P 1,780 A \$ 4.35 309,761 I See footnote ⁽³⁾

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |
| Wynnefield Capital, Inc. Profit Sharing Plan 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | | X | | |

| | |
|--|---|
| WYNNEFIELD CAPITAL MANAGEMENT LLC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |
| WYNNEFIELD CAPITAL INC 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |
| OBUS NELSON 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |
| LANDES JOSHUA 450 SEVENTH AVENUE SUITE 509 NEW YORK, NY 10123 | X |

Signatures

| | |
|--|------------|
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 03/24/2017 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 03/24/2017 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President | 03/24/2017 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized Signatory | 03/24/2017 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member | 03/24/2017 |
| __Signature of Reporting Person | Date |
| WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President | 03/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Nelson Obus, Individually | 03/24/2017 |
| __Signature of Reporting Person | Date |
| /s/ Joshua Landes, Individually | 03/24/2017 |
| __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) Wynnefield Partners Small Cap Value, L.P. (the "Reporting Person") directly beneficially owns 757,534 shares of common stock, \$0.0001 par value per share ("Common Stock") of S&W Seed Company. Wynnefield Capital Management, LLC ("WCM"), as the sole

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general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the reporting Person directly beneficially owns. WCM, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Nelson Obus and Joshua Landes as co-managing members of WCM have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns. Mr. Obus and Mr. Landes, each located at the same address as the Reporting Person, are filing this Form jointly with the Reporting person (see footnote 5).

- The Reporting Person has an indirect beneficial ownership interest in 1,219,439 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I ("WPSCVI"), as members of a group (a "Group") under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). WPSCVI, which maintains offices at the same address as the
- (2) Reporting Person, is filing this Form jointly with the Reporting Person. WCM, as the sole general partner of WPSCVI, has an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns. Mr. Obus and Mr. Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that WPSCVI directly beneficially owns.

- The Reporting Person has an indirect beneficial ownership interest in 309,761 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd. ("Offshore"), as members of a Group. Offshore, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Wynnefield Capital, Inc. ("WCI"), as the sole investment
- (3) manager of Offshore, has an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that Offshore directly beneficially owns.

- The Reporting Person has an indirect beneficial ownership interest in 99,235 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan (the "Plan"), as members of a Group. The Plan, located at the same address as the
- (4) Reporting Person, is filing this Form jointly with the Reporting Person. WCI, as the sole investment manager of the Plan, has an indirect beneficial ownership interest in the shares of Common Stock that the Plan directly beneficially owns. WCI, located at the same address as the Reporting Person, is filing this Form jointly with the Reporting Person. Mr. Obus and Mr. Landes, as principal executive officers of WCI have an indirect beneficial ownership interest in the shares of Common Stock that the Plan beneficially owns.

- Mr. Obus and Mr. Landes disclaim beneficial ownership of the securities described in this statement, except to the extent of their individual pecuniary interest in such securities. The filing of this statement shall not be deemed an admission that Mr. Obus and Mr.
- (5) Landes are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement.

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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