

Szot Matthew K  
 Form 4  
 September 04, 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 \*  
 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)  
 08/31/2018

\_\_\_\_ 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 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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SEC 1474  
 (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	Amou or Numb of Sha
Restricted Stock Units	① 08/31/2018	A			12,469		10/01/2018②	②	Common Stock	12,4
Employee Stock Options (right to buy)	\$ 3.2 08/31/2018	A			33,250		10/01/2018④	08/31/2028	Common Stock	33,2

## 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.    09/04/2018  
 Szot  
\_\_Signature of    Date  
 Reporting Person

## 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 that RSU. The closing price of the Issuer's common stock on the date of this RSU award was \$3.20.
- The RSUs vest quarterly over three years on the first day of each fiscal quarter, commencing on October 1, 2018 and continuing thereafter on the first day of each succeeding fiscal quarter through and including July 1, 2021, subject to continued service with the
- (2) Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 1,039 RSUs, and the 12th installment will vest an aggregate of 1,040 RSUs.
- (3) 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, 2018 and continuing thereafter on the first day of each succeeding fiscal quarter to and including July 1, 2021, subject to continued service with the Issuer on each respective vesting
- (4) date. Of the quarterly vesting installments, 11 will vest an aggregate of 2,770 options, and the 12th installment will vest an aggregate of 2,780 options.
- 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.