

GREWAL MARK S  
Form 4  
August 07, 2017

**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 \*  
GREWAL MARK S

(Last) (First) (Middle)  
564 PHILAN CIRCLE  
(Street)  
LEMOORE, CA 93245  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/03/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Former Pres., CEO & Director

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 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	07/27/2017		M <sup>(1)</sup>		25,415	A	\$ 0
Common Stock	07/27/2017		F <sup>(2)</sup>		9,551	D	\$ 4.05
Common Stock	08/03/2017		S		29,938	D	\$ 3.5008

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control 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)	8. Amount or Number of Shares
Restricted Stock Units	(4)	07/27/2017		M	25,415	(5) (5)	Common Stock	25,415

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

GREWAL MARK S  
564 PHILAN CIRCLE  
LEMOORE, CA 93245

Former Pres., CEO & Director

## Signatures

Mark S. Grewal 08/03/2017

\*\*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) The aggregate of 25,415 shares of common stock represents the total number of previously unvested restricted stock units ("RSUs") awarded to the reporting person on July 15, 2015 and October 5, 2016, all of which were accelerated in connection with the reporting person's departure as the President, Chief Executive Officer and a director of the Issuer. The shares of common stock were issued upon conversion of the RSUs in exempt transactions pursuant to Rule 16b-3.

(2) The reporting person is reporting the withholding by the Issuer of an aggregate of 9,551 shares of common stock to satisfy the reporting person's tax withholding obligations in connection with the delivery of common stock upon conversion of the RSUs referred to above.

(3) The sales reported on this form 4 were made in multiple trades at prices ranging between \$3.45 and \$3.575. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request of the Securities and Exchange Commission or its staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4. The reporting person purchased 24,000 shares of common stock on May 19, 2017, as reported on his Form 4 filed on May 22, 2017; however, those shares were purchased at \$4.10 and \$4.20. Accordingly, there is no short-swing profit resulting from the sales reported on this Form 4.

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- (4) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. On July 27, 2017, the date of issuance, the closing price of the Issuer's common stock was \$3.60.
- (5) All of the reporting person's awarded RSUs accelerated upon his departure as President, Chief Executive Officer and a director, and the shares were issued upon execution by the reporting person and the Issuer of a Resignation and Separation Agreement.

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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