

S&W Seed Co  
Form 4  
February 14, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
**02/10/2017**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/10/2017		P	221 A \$ 4.5	680,070	D (1) (4) (5)	
Common Stock	02/10/2017		P	349 A \$ 4.5	1,097,244	I	See footnote (2)
Common Stock	02/10/2017		P	130 A \$ 4.5	264,541	I	See footnote (3)
Common Stock	02/13/2017		P	5,602 A \$ 4.5	685,672	D (1) (4) (5)	
Common Stock	02/13/2017		P	8,842 A \$ 4.5	1,106,086	I	See footnote (2)

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Common Stock	02/13/2017	P	3,283	A	\$ 4.5	267,824	I	See footnote <sup>(3)</sup>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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 Following Transaction (Instr. 10)
				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

02/14/2017

\_\_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

02/14/2017

\_\_Signature of Reporting Person

Date

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President

02/14/2017

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, Authorized Signatory

02/14/2017

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member

02/14/2017

\_\_Signature of Reporting Person

Date

WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President

02/14/2017

\_\_Signature of Reporting Person

Date

/s/ Nelson Obus, Individually

02/14/2017

\_\_Signature of Reporting Person

Date

/s/ Joshua Landes, Individually

02/14/2017

\_\_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 685,672 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 1,106,086 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 267,824 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 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. Landes are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities specified in this statement.

- (5)

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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