

S&W Seed Co

Form 3

November 30, 2015

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â MFP PARTNERS LP

(Last) (First) (Middle)

C/O MFP INVESTORS
LLC,Â 667 MADISON
AVENUE, 25TH FLOOR

(Street)

NEW YORK,Â NYÂ 10065

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

11/23/2015

3. Issuer Name **and** Ticker or Trading Symbol
S&W Seed Co [SANW]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner

____ Officer ____X__ Other

(give title below) (specify below)

See remarks 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, par value \$0.001 per share 2,474,722

D (1) (2) (3) Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
8% Sr. Secured Convertible Debenture Due November 30, 2017	12/31/2014	11/30/2017	Common Stock, par value \$0.001 per share	292,300 (4)	\$ 5	D	Â
Common Stock Purchase Warrant (right to buy)	06/01/2015	06/01/2020	Common Stock, par value \$0.001 per share	200,000 (4)	\$ 5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MFP PARTNERS LP C/O MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065	Â	Â X	Â	See remarks below
MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065	Â	Â X	Â	See remarks below
PRICE MICHAEL F C/O MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065	Â	Â X	Â	See remarks below

Signatures

MFP PARTNERS, L.P.; By: MFP INVESTORS LLC; By: /s/ Michael F. Price; Name: Michael F. Price; Title: Managing Member	11/30/2015
_____ **Signature of Reporting Person	Date
MFP INVESTORS LLC; By: /s/ Michael F. Price; Name: Michael F. Price; Title: Managing Member	11/30/2015
_____ **Signature of Reporting Person	Date
/s/ Michael F. Price; Michael F. Price	11/30/2015
_____ **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This report is filed jointly by MFP Partners, L.P. ("MFP Partners"), MFP Investors LLC ("MFP Investors") and Michael F. Price (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct and indirect relationships

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with S&W Seed Company (the "Company").

- (2) MFP Investors is the general partner of MFP Partners. Mr. Price is the managing partner of MFP Partners and the managing member and controlling person of MFP Investors.

- (3) MFP Partners is the direct beneficial owner of 2,474,722 shares of common stock of the Company ("Common Shares"). Each Reporting Person other than MFP Partners may be deemed to be the indirect beneficial owner of 2,474,722 Common Shares; however, each such Reporting Person disclaims beneficial ownership of such Common Shares except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these Reporting Persons is the beneficial owner of the Common Shares described herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

- (4) The Debenture and the Warrant are convertible or exercisable for shares of Common Stock only to the extent that upon such conversion or exercise, the Reporting Persons will not own shares of Common Stock in excess of 19.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon conversion or exercise of the Debenture or Warrant, as applicable. MFP may, from time to time, increase (with such increase not effective until the sixty-first (61st) day after delivery of such notice) or decrease the Beneficial Ownership Limitation by notice to the Company.

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Remarks:

Mr.Â AlexanderÂ C.Â MatinaÂ (ViceÂ President,Â InvestmentsÂ atÂ MFPÂ Investors),Â servesÂ asÂ aÂ memberÂ ofÂ th

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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