MFP PARTNERS LP
Form 4
December 22, 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 *
MFP PARTNERS LP

(Last) (First) (Middle)

C/O MFP INVESTORS LLC, 909 THIRD AVENUE, 33RD FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/22/2017

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) __X__ Other (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 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, par value $0.001 per share	12/22/2017		M		1,401,384	A	$ 3.5	5,909,222	D (1) (2) (3)	
Common Stock, par value $0.001 per share	12/22/2017		A		905,077	A	$ 3.5	6,814,299	D (1) (2) (3)	

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 (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 Am Underlying Secu (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N Sh
Subscription Rights (right to buy)	$ 3.5	12/22/2017		M			1,401,384	11/29/2017	12/20/2017	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MFP PARTNERS LP C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022		X		See remarks below
MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022		X		See remarks below
PRICE MICHAEL F C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022		X		See remarks below

Signatures

MFP PARTNERS, L.P., By: MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member — 12/22/2017

**Signature of Reporting Person — Date

MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member — 12/22/2017

**Signature of Reporting Person — Date

/s/ Michael F. Price — 12/22/2017

**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)	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 with S&W Seed Company (the "Company"). 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.
(2)	MFP Partners is the direct beneficial owner of 6,814,299 shares of common stock of the Company ("Common Stock") and was the direct holder of the related subscription rights. Each Reporting Person other than MFP Partners may be deemed to be the indirect beneficial owner of 6,814,299 shares of Common Stock; however, each such Reporting Person disclaims beneficial ownership of such shares of Common Stock 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 shares of Common Stock described herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
(3)	On December 22, 2017, upon the completion of the Rights Offering commenced on November 29, 2017 (the "Rights Offering"), MFP Partners acquired 2,306,461 shares of Common Stock, consisting of 1,401,384 shares acquired pursuant to the exercise of basic subscription and oversubscription rights it received in the Rights Offering, and 905,077 shares acquired pursuant to its commitment to backstop the purchase of shares of Common Stock in the Rights Offering.

Remarks:

Mr. Alexander C. Matina (Vice President, Investments at MFP Investors), serves as a member of the board of directors of the C

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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