Panter Donald M. Jr. Form 4 October 30, 2018

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

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(b).

(Last)

1. Name and Address of Reporting Person * Panter Donald M. Jr.

(Middle)

C/O S&W SEED COMPANY, 106

(First)

K STREET, SUITE 300

(Street)

2. Issuer Name and Ticker or Trading

Symbol S&W Seed Co [SANW]

3. Date of Earliest Transaction

(Month/Day/Year) 10/29/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

Number: January 31, Expires: 2005

3235-0287

OMB APPROVAL

Estimated average burden hours per response... 0.5

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5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

Executive VP, Americas

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

below)

(City) (State) (Zip)

SACRAMENTO, CA 95814

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Transaction(s) (Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	-	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 2.79	10/29/2018		A		75,000		<u>(1)</u>	10/28/2028	Common Stock	75,000

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Panter Donald M. Jr. C/O S&W SEED COMPANY 106 K STREET, SUITE 300 SACRAMENTO, CA 95814

Executive VP, Americas

Signatures

Donald M. Panter, Jr. 10/29/2018

**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).

The options vest in 12 quarterly installments over three years, commencing on January 1, 2019 and continuing thereafter on the first day (1) of each succeeding fiscal quarter through and including October 1, 2021, subject to continued service with the Issuer on each respective vesting date. A total of 6,250 shares will vest at each respective vesting date.

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.

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