

S&W Seed Co
Form 4
February 19, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREWAL MARK S

(Last) (First) (Middle)

P.O. BOX 235

(Street)

FIVE POINTS, CA 93624

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

S&W Seed Co [SANW]

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

02/17/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/17/2015		M	175,000	A \$ 4 265,807	D	
Common Stock	02/17/2015		S	5,649 ⁽¹⁾	D \$ 4.75 260,158	D	
Common Stock	02/17/2015		S	900 ⁽¹⁾	D \$ 4.74 259,258	D	
Common Stock	02/17/2015		S	15,100 ⁽¹⁾	D \$ 4.735 244,158	D	
Common Stock	02/17/2015		S	599 ⁽¹⁾	D \$ 4.73 243,559	D	

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Common Stock	02/17/2015	S	<u>77,752</u> (1)	D	\$ 4.72	165,807	D
Common Stock	02/17/2015	S	<u>75,000</u> (1)	D	\$ 4.7	90,807	D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 4	02/17/2015		M	100,000	<u>(2)</u> 03/09/2015	Common Stock 100,000
Employee Stock Option (right to buy)	\$ 4	02/17/2015		M	75,000	<u>(3)</u> 06/15/2015	Common Stock 75,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREWAL MARK S P.O. BOX 235 FIVE POINTS, CA 93624	X		President and CEO	

Signatures

Mark S. Grewal 02/19/2015

**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 sale was required by and made pursuant to a 10b5-1 Trading Plan, with no discretion exercised by the reporting person.
- (2) The options vested and became exercisable in 12 quarterly installments over three years, commencing on July 1, 2010 and thereafter on the first day of each succeeding fiscal quarter (October 1, January 1, April 1 and July 1) through and including April 1, 2013.
- (3) The options vested and became exercisable in 12 quarterly installments over three years, commencing on July 1, 2010 and thereafter on the first day of each succeeding fiscal quarter (October 1, January 1, April 1 and July 1) through and including April 1, 2013.

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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