

GARDNER DANIELSON B.  
Form 5  
August 14, 2017

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
GARDNER DANIELSON B.  
  
(Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

802 NORTH DOUTY STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
06/30/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Marketing & Tech Officer

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

6. Individual or Joint/Group Reporting  
  
(check applicable line)

HANFORD, CA 93230

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**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) | (A) or (D) | Price  | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|-----------------------------------|
| Common Stock                    | 12/11/2016                           | Â  | M4 <sup>(1)</sup>              | 1,165   | A          | \$ 0   | 1,165  | D  | Â                                 |
| Common Stock                    | 12/11/2016                           | Â  | F4 <sup>(2)</sup>              | 438   | A          | \$ 4.7 | 727  | D  | Â                                 |

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

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SEC 2270 (9-02)

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

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-------|--|-----------------|---|----------------------------|
|  |  |                                      |  |                                | (A)   | (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Restricted Stock Units                     | Â  | Â                                    | Â  | 3                              | Â   | Â     | Â (4)  | Â (4)           | Common Stock  | 3,5                        |
| Restricted Stock Units                     | Â  | 12/11/2016                           | Â  | M4                             | Â   | 1,165 | Â (4)  | Â (4)           | Common Stock  | 1,1                        |
| Restricted Stock Units                     | Â  | 10/07/2016                           | Â  | A4                             | 1,863   | Â     | Â (6)  | Â (6)           | Common Stock  | 1,8                        |
| Employee Stock Option (right to buy) (7)   | \$ 7.2   | Â                                    | Â  | 3                              | Â   | Â     | Â (8)  | 12/08/2017      | Common Stock  | 50,                        |
| Employee Stock Option (right to buy) (7)   | \$ 6.14  | Â                                    | Â  | 3                              | Â   | Â     | Â (8)  | 12/10/2018      | Common Stock  | 10,                        |
| Employee Stock Option (right to buy) (7)   | \$ 6.23  | Â                                    | Â  | 3                              | Â   | Â     | Â (8)  | 01/31/2019      | Common Stock  | 5,0                        |
| Employee Stock Option (right to buy) (7)   | \$ 3.95  | Â                                    | Â  | 3                              | Â   | Â     | Â (9)  | 12/14/2024      | Common Stock  | 7,5                        |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                                  |       |
|--|---------------|-----------|----------------------------------|-------|
|  | Director      | 10% Owner | Officer                          | Other |
| GARDNER DANIELSON B.<br>802 NORTH DOUTY STREET | Â             | Â         | Â Chief Marketing & Tech Officer | Â     |

HANFORD, CA 93230

## Signatures

Danielson B.  
Gardner

08/14/2017

\_\_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) Represents the conversion upon vesting of Restricted Stock Units ("RSUs") into common stock. See Table II.  
The reporting person is reporting the withholding by the Issuer of an aggregate of 438 shares of common stock that vested on
- (2) December 11, 2016 pursuant to the December 11, 2015 RSU grant, but that were not issued in order to satisfy the reporting person's tax withholding obligation in connection with the delivery of the converted common stock to the reporting person.
- (3) Each RSU represents the contingent right to receive one share of common stock upon vesting of the RSU. The closing price of the Issuer's common stock on the date of this RSU award was \$4.25. The closing price on the vesting date was \$4.70.
- (4) The RSUs vest annually over three years, commencing on December 11, 2016 and continuing thereafter on December 11, 2017 and December 11, 2018, subject to continued service with the Issuer on each respective vesting date.
- (5) Each RSU represents the contingent right to receive one share of common stock upon vesting of the RSU. The closing price of the Issuer's common stock on the date of this RSU award was \$5.02.
- (6) The RSUs vest annually over two years, on October 7, 2017 and October 7, 2018, subject to continued service with the Issuer on each respective vesting date.
- (7) Previously reported during the period when the reporting person was previously subject to Section 16.
- (8) These options are 100% vested and exercisable as of June 30, 2017.
- (9) The options vest in 12 quarterly installments over three years, commencing on April 1, 2015 and continuing thereafter on the first day of each succeeding fiscal quarter through and including January 1, 2018.

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### Remarks:

The reporting person was appointed as an executive officer and designated as a Section 16 insider.

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