GARDNER DANIELSON B.
Form 4
September 20, 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 *
GARDNER DANIELSON B.

(Last) (First) (Middle)

802 NORTH DOUTY STREET

(Street)

HANFORD, CA 93230

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/18/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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			

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securiti (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	(1)	09/18/2017	A		6,351		10/01/2017(2)	(2)	Common Stock	6,35
Employee Stock Options (right to buy)	$ 3.1	09/18/2017	A		15,625		10/01/2017(4)	09/18/2027	Common Stock	15,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDNER DANIELSON B. 802 NORTH DOUTY STREET HANFORD, CA 93230			Chief Marketing & Tech Officer	

Signatures

Danielson B. Gardner	09/20/2017
**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)** Each restricted stock unit ("RSU") represents the contingent right to receive one share of common stock upon vesting of that RSU. The closing price of the Issuer's common stock on the date of this RSU award was $3.10.
- **(2)** The RSUs vest quarterly over three years on the first day of each fiscal quarter, commencing on October 1, 2017 and a continuing thereafter on the first day of each succeeding fiscal quarter through and including July 1, 2020, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 529 RSUs, and the 12th installment will vest an aggregate of 532 RSUs. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash, in the Issuer's sole discretion.
- **(3)** The RSUs and options were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan.
- **(4)** The options vest in 12 quarterly installments over three years, commencing on October 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter to and including July 1, 2020, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 1,302 options, and the 12th installment will vest an aggregate of 1,303 options.

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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