

GARDNER DANIELSON B.

Form 4

October 11, 2017

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

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(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)

10/07/2017

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 ____ Other (specify
below) 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)
Common Stock	10/07/2017		M ⁽¹⁾	831 A \$ 0	1,888	D	
Common Stock	10/07/2017		F ⁽²⁾	312 D \$ 3.35	1,576	D	

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

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information contained in this form are not
required to respond unless the form
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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 (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)
Restricted Stock Units	(3)	10/07/2017		M	831	10/07/2017 ⁽⁴⁾ 10/07/2017 ⁽⁴⁾	Common Stock 831

Reporting Owners

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

Signatures

Danielson B.
Gardner
10/11/2017
 **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 settlement of restricted stock units ("RSUs") that vested on October 7, 2017 through the issuance of shares of common stock.
The reporting person is reporting the withholding by the Issuer of an aggregate of 312 shares of common stock that vested on October 7, 2017 pursuant to the RSU award referred to in Table II, but that were not issued in order to satisfy the reporting person's tax withholding obligations upon settlement of the RSU award.
- (3) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on October 6, 2017 (the last trading day before the October 7, 2017 vesting date, which fell on a weekend) was \$3.35
- (4) On October 7, 2016, the reporting person was granted 1,663 RSUs, of which 831 vested on October 7, 2017. The remaining unvested RSUs will vest on October 7, 2018, subject to the reporting person's continued service with the Issuer on the 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.