WILLITS ALAN D Form 4

January 14, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WILLITS ALAN D

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First)

(Last)

(Middle)

S&W Seed Co [SANW] 3. Date of Earliest Transaction

X_ Director 10% Owner

5122 PURDUE AVENUE

(Month/Day/Year) 01/10/2019

Other (specify Officer (give title below) 6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75209

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s)

or (Instr. 3 and 4) Amount (D) Price

Common Stock

01/10/2019

 $M^{(1)}$ 4,148 A \$0 4,148

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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) | | 4. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amour Underlying Securit (Instr. 3 and 4) | |
| | | | | Code \ | 7 (A) (D) | Date Exercisable Expiration Date | | Amo or Num of Shar |

M

Common

Stock

 $4,148 \quad 01/10/2019^{\underline{(3)}} \quad 01/10/2019^{\underline{(3)}}$

Reporting Owners

<u>(2)</u>

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| 1 6 | Director | 10% Owner | Officer | Other | | |
| WILLITS ALAN D 5122 PURDUE AVENUE DALLAS, TX 75209 | X | | | | | |

01/10/2019

Signatures

Restricted

Stock

Units

/s/ Alan D.
Willits

**Signature of Reporting Person

O1/14/2019

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 January 10, 2019 through the issuance of common stock.
- (2) 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 January 10, 2019 vesting date was \$2.00.
- (3) The RSUs vested in full on January 10, 2019.

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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