#### Edgar Filing: S&W Seed Co - Form 4

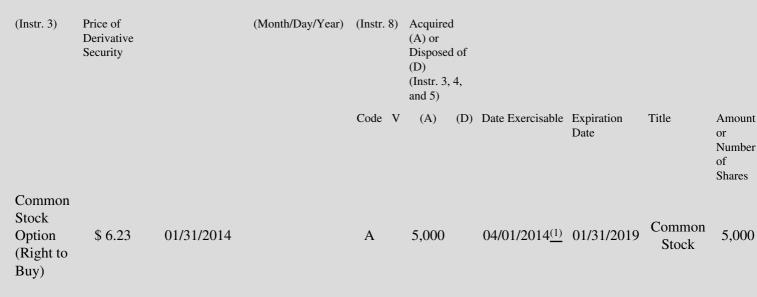
Form 4										
February 04, 2014	1									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							ΝT	OMB APPROVAL		
Check this box		SIAIES		shington				Number:	3235-028	
if no longer								Expires:	January 3 20(	
subject to STATEMENT OF CHANGES IN BENEFICIAL Section 16. SECURITIES Form 4 or							Estimated burden hou response	average Irs per	0.5	
Form 5 obligations may continue. See Instruction 1(b). 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 Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> FABRE FRED G			2. Issuer Name <b>and</b> Ticker or Trading Symbol S&W Seed Co [SANW]				5. Relationship of Reporting Person(s) to Issuer			
			. ,				(Check all applicable)			
(Last) (First) (Middle) P.O. BOX 235			3. Date of Earliest Transaction (Month/Day/Year) 01/31/2014			Director 10% Owner X_ Officer (give title Other (specify below) below) VP of Sales and Marketing				
				Amendment, Date Original d(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
FIVE FORMES, C	LA 95024						Person			
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date th/Day/Year)	2A. Deema Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) or l of (D) 4 and 5) (A) or	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)	
Deminden D		. f								
Reminder: Report on	a separate line	e for each cla	ass of sect	untries bene	-	-	or indirectly.	ection of	SEC 1474	
					infor requi	mation cont red to respe ays a curre	ained in this forn ond unless the fo ntly valid OMB co	n are not rm	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FABRE FRED G P.O. BOX 235 FIVE POINTS, CA 93624			VP of Sales and Marketing				
Signatures							

### Signatures

<u>\*\*</u>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 option vests in twelve quarterly installments over three years, commencing on April 1, 2014 and continuing thereafter on the first day of each succeeding fiscal quarter (July 1, October 1 and January 1) through and including January 1, 2017.

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.