

Wong Mark
 Form 4
 January 03, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Wong Mark

(Last) (First) (Middle)

1941 PEARL STREET, SUITE 200

(Street)

BOULDER, CO 80302

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 01/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/01/2019		M ⁽¹⁾	3,125 A \$ 0	96,089	D	
Common Stock	01/01/2019		F ⁽²⁾	1,072 D \$ 1.81	95,017	D	

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 (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)	Amount or Number of Shares
Restricted Stock Units	(3)	01/01/2019		M	3,125	01/01/2019 ⁽⁴⁾ 07/01/2021	Common Stock	3,125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wong Mark 1941 PEARL STREET, SUITE 200 BOULDER, CO 80302	X		CEO and President	

Signatures

/s/ Mark Wong 01/03/2019
 **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 January 1, 2019 through the issuance of shares of common stock.
 The reporting person is reporting the withholding by the Issuer of an aggregate of 1,072 shares of common stock that vested on January 1, 2019 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 in connection with the 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 December 31, 2018, the last trading day before the January 1, 2019 vesting date, which fell on a federal holiday, was \$1.81.
 On August 31, 2018, the reporting person was granted 37,500 RSUs of which 3,125 vested on January 1, 2019. The remaining unvested
- (4) RSUs will continue to vest in equal installments on the first day of each quarter through and including July 1, 2021, subject to the reporting person's continued service with the Issuer on each respective 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.