Wong Mark Form 4 December 26, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Wong Mark Issuer Symbol S&W Seed Co [SANW] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title \_ Other (specify 1941 PEARL STREET 12/22/2017 below) President & CEO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BOULDER, CO 80302

(Ctota)

(7:-

(C:tr.)

(City)	(State) (.	Table	e I - Non-Do	erivative S	ecurities A	Acquired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acquir	ed 5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			C-1- V	A4	0f (D) D	(Instr. 3 and 4)		
			Code V	Amount		ice		
Common	12/22/2017		$M^{(1)}$	11,174	A \$	<sub>2</sub> 90,745	D	
Stock	12/22/2017		171	11,17	3	5	D	

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

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Person

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Wong Mark - Form 4

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	SA. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securiti (Instr. 3 and 4)	
				Code V	and 5)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Subscription Rights (right to buy)	\$ 3.5	12/22/2017		M	11,174	11/29/2017	12/20/2017	Common Stock	11,1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
·F···	Director	10% Owner	Officer	Other			
Wong Mark 1941 PEARL STREET BOULDER, CO 80302	X		President & CEO				

## **Signatures**

Mark Wong 12/26/2017

\*\*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) Purchased pursuant to the exercise of subscription rights received in the Issuer's rights offering that commenced on November 29, 2017 and closed on December 22, 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.

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