

OBUS NELSON  
Form 4  
July 21, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WYNNEFIELD PARTNERS  
SMALL CAP VALUE LP

(Last) (First) (Middle)

450 SEVENTH AVENUE, SUITE  
509

(Street)

NEW YORK, NY 10123

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/19/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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) |                  |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |                  |
| Common Stock, par value \$0.001 per share | 07/19/2017                           |  | P <sup>(1)</sup>               |   | 261,525   | A  | \$ 4 1,285,067  | D <sup>(2)</sup> |
| Common Stock, par value \$0.001 per share | 07/19/2017                           |  | P <sup>(1)</sup>               |   | 488,475   | A  | \$ 4 2,722,956  | I                |

See footnotes (3) (4) (5)

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

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123       |               | X         |         |       |
| WYNNEFIELD PARTNERS SMALL CAP VALUE LP I<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123     |               | X         |         |       |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123 |               | X         |         |       |
| Wynnefield Capital, Inc. Profit Sharing Plan<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123 |               | X         |         |       |
| WYNNEFIELD CAPITAL MANAGEMENT LLC<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123            |               | X         |         |       |

|   |   |
|---|---|
| WYNNEFIELD CAPITAL INC<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123 | X |
| OBUS NELSON<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123            | X |
| LANDES JOSHUA<br>450 SEVENTH AVENUE<br>SUITE 509<br>NEW YORK, NY 10123          | X |

## Signatures

|  |            |
|--|------------|
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P., By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member   | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I, By: Wynnefield Capital Management, LLC, General Partner, /s/ Nelson Obus, Managing Member | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD., By: Wynnefield Capital, Inc., /s/ Nelson Obus, President                               | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| WYNNEFIELD CAPITAL, INC. PROFIT SHARING PLAN, /s/ Nelson Obus, General Partner   | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| WYNNEFIELD CAPITAL MANAGEMENT, LLC, /s/ Nelson Obus, Managing Member   | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| WYNNEFIELD CAPITAL, INC., /s/ Nelson Obus, President   | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| /s/ Nelson Obus, Individually  | 07/21/2017 |
| __Signature of Reporting Person  | Date       |
| /s/ Joshua Landes, Individually  | 07/21/2017 |
| __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) The transactions reported on this Form 4 were made pursuant to a Securities Purchase Agreement, dated July 19, 2017, between the Reporting Person, S&W Seed Company (the "Issuer") and the other parties thereto.  
  
The Reporting Person directly beneficially owns 1,285,067 shares of common stock, \$0.001 par value per share ("Common Stock") of the Issuer. Wynnefield Capital Management, LLC, as the sole general partner of the Reporting Person, has an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.
- (2) Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that the Reporting Person directly beneficially owns.

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(3) The Reporting Person has an indirect beneficial ownership interest in 2,053,514 shares of Common Stock, which are directly beneficially owned by Wynnefield Partners Small Cap Value, L.P. I, as members of a group under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Wynnefield Partners Small Cap Value, L.P. I, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital Management, LLC, as the sole general partner of Wynnefield Partners Small Cap Value, L.P. I, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value L.P. I directly beneficially owns. Nelson Obus and Joshua Landes, as co-managing members of Wynnefield Capital Management, LLC, have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Partners Small Cap Value, L.P. I directly beneficially owns.

(4) The Reporting Person has an indirect beneficial ownership interest in 540,207 shares of Common Stock, which are directly beneficially owned by Wynnefield Small Cap Value Offshore Fund, Ltd., as members of a group under Section 13(d) of the Exchange Act. Wynnefield Small Cap Value Offshore Fund, Ltd., which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Wynnefield Capital, Inc. as the sole investment manager of Wynnefield Small Cap Value Offshore Fund, Ltd., has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns. Nelson Obus and Joshua Landes, as principal executive officers of Wynnefield Capital, Inc., have an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Small Cap Value Offshore Fund, Ltd. directly beneficially owns.

(5) The Reporting Person has an indirect beneficial ownership interest in 129,235 shares of Common Stock, which are directly beneficially owned by Wynnefield Capital, Inc. Profit Sharing Plan, as members of a group under Section 13 (d) of the Exchange Act. Wynnefield Capital, Inc. Profit Sharing Plan, which maintains offices at the same address as the Reporting Person, is filing this statement jointly with the Reporting Person. Nelson Obus, as the portfolio manager of Wynnefield Capital, Inc. Profit Sharing Plan, has an indirect beneficial ownership interest in the shares of Common Stock that Wynnefield Capital, Inc. Profit Sharing Plan directly beneficially owns.

### Remarks:

Each of the Reporting Owners identified in this statement disclaims beneficial ownership of the securities described in this statement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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