

S&W Seed Co
 Form 4
 September 28, 2016

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 *
 MFP PARTNERS LP

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O MFP INVESTORS LLC, 667
 MADISON AVENUE, 25TH
 FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/28/2016

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___X___ Other (specify below)

See remarks below

(Street)
 NEW YORK, NY 10065

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 09/28/2016 | | M | | 84,415 | A | \$ 4.63 |
| | | | | | 3,197,838 | D | (1) (2) (3) |

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 Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| 8% Sr Secured Convertible Debenture Due November 30, 2017 | \$ 4.63 | 09/28/2016 | | M | | 84,415 12/31/2014 11/30/2017 | Common Stock |
| Common Stock Purchase Warrant (right to buy) | \$ 4.53 | 12/31/2014 | | A | 200,000 (4) | 06/01/2015 06/01/2020 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| MFP PARTNERS LP C/O MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065 | | X | | See remarks below |
| MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065 | | X | | See remarks below |
| PRICE MICHAEL F C/O MFP INVESTORS LLC 667 MADISON AVENUE, 25TH FLOOR NEW YORK, NY 10065 | | X | | See remarks below |

Signatures

MFP PARTNERS, L.P., By: MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member 09/28/2016

__Signature of Reporting Person

Date

MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member 09/28/2016

__Signature of Reporting Person

Date

/s/ Michael F. Price

09/28/2016

__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).

This report is filed jointly by MFP Partners, L.P. ("MFP Partners"), MFP Investors LLC ("MFP Investors") and Michael F. Price (each, a "Reporting Person" and, collectively, the "Reporting Persons") in connection with their respective direct and indirect relationships with S&W Seed Company (the "Company"). MFP Investors is the general partner of MFP Partners. Mr. Price is the managing partner of MFP Partners and the managing member and controlling person of MFP Investors.
- (1) MFP Partners is the direct beneficial owner of 3,197,838 shares of common stock of the Company ("Common Shares") and was the direct holder of the 8% Senior Secured Convertible Debenture Due November 30, 2017 (the "Debenture") which was converted to Common Shares. Each Reporting Person other than MFP Partners may be deemed to be the indirect beneficial owner of 3,197,838 Common Shares; however, each such Reporting Person disclaims beneficial ownership of such Common Shares except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that any of these Reporting Persons is the beneficial owner of the Common Shares described herein for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (2) On September 28, 2016, MFP Partners converted the outstanding principal and accrued interest on the Debenture into 84,415 Common Shares at a conversion price of \$4.63 per share.
- (3) The Warrant is exercisable for Common Shares only to the extent that upon such exercise, the Reporting Persons will not own Common Shares in excess of 19.99% of the number of Common Shares outstanding immediately after giving effect to the issuance of Common Shares upon exercise of the Warrant. MFP may, from time to time, decrease the Beneficial Ownership Limitation by notice to the Company.
- (4)

Remarks:

Mr. Alexander C. Matina (Vice President, Investments at MFP Investors), serves as a member of the board of directors of the

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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