

MFP PARTNERS LP
 Form 4
 November 21, 2018

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 *
 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, 909
 THIRD AVENUE, 33RD FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/20/2018

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

See remarks below

(Street)

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

NEW YORK, NY 10022

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Series A Convertible Preferred Stock	11/20/2018		F ⁽¹⁾⁽²⁾		7,235	D	\$ 0 <u>(1)</u> <u>(2)</u>
Common Stock	11/20/2018		A ⁽¹⁾⁽²⁾		7,235,000	A	\$ 0 <u>(1)</u> <u>(2)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 (9-02)

displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 3 and 4)
				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
MFP PARTNERS LP C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022		X		See remarks below
MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022		X		See remarks below
PRICE MICHAEL F C/O MFP INVESTORS LLC 909 THIRD AVENUE, 33RD FLOOR NEW YORK, NY 10022		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	11/21/2018
__Signature of Reporting Person	Date
MFP INVESTORS LLC, By: /s/ Michael F. Price, Name: Michael F. Price, Title: Managing Member	11/21/2018
__Signature of Reporting Person	Date
/s/ Michael F. Price	11/21/2018
__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) MFP Partners was the direct beneficial owner of the shares of Series A Convertible Preferred Stock of the Company ("Preferred Stock") reported herein, until the shares of Preferred Stock were automatically converted into common stock of the Company ("Common Stock") upon receipt of shareholder approval. The Preferred Stock was not convertible absent such approval. Immediately upon the conversion of the Preferred Stock, MFP Partners automatically became the direct beneficial owner of the shares of Common Stock reported herein without any payment by any Reporting Person for the Common Stock beyond the automatic surrender and conversion of the Preferred Stock. Each Reporting Person other than MFP Partners may have been deemed to be the indirect beneficial owner of such Preferred Stock and may be deemed to be the indirect beneficial owner of such Common Stock upon such conversion; however, each such Reporting Person disclaims beneficial ownership (continued in footnote 2)
- (2) of such Preferred Stock or any Common Stock issued upon conversion of such Preferred Stock 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 Preferred Stock described herein or any Common Stock issued upon conversion of such Preferred Stock for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.
- (3) 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.

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.

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.