

S&W Seed Co  
Form 8-K  
November 21, 2018

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

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 20, 2018**

**S&W SEED COMPANY**

(Exact name of registrant as specified in Its charter)

**Nevada**  
(State or Other Jurisdiction of Incorporation)

**001-34719**  
(Commission File Number)

**27-1275784**  
(IRS Employer Identification Number)

106 K Street, Suite 300  
Sacramento, California

95814

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(559) 884-2535**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.07 Submission of Matters to a Vote of Security Holders.

On November 20, 2018, S&W Seed Company (the "Company") held a Special Meeting of Stockholders (the "Special Meeting"). At the Special Meeting, the Company's stockholders approved the issuance of 7,235,000 shares of the Company's Common Stock to MFP Partners, L.P ("MFP") upon the conversion of 7,235 shares of the Company's Series A Convertible Preferred Stock issued to MFP in connection with the second closing of the Company's private placement with MFP.

The final voting results are as follows:

Votes For

Votes Against

Votes Withheld

Abstention

Broker Non-Votes

18,490,572

106,467

-

26,548

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

S&W SEED COMPANY

Date: November 21, 2018

By: /s/ Matthew K. Szot

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Matthew K. Szot

*Executive Vice President of Finance and Administration and Chief Financial Officer*

