

S&W Seed Co  
Form 8-K  
December 14, 2016

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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

December 9, 2016

Date of Report (Date of earliest event reported)

**S&W SEED COMPANY**

(Exact Name of Company as Specified in Its Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation)

**001-34719**

(Commission File Number)

**27-1275784**

(IRS Employer Identification Number)

7108 North Fresno Street, Suite 380  
Fresno, CA 93720

(Address of Principal Executive Offices Including Zip Code)

(559) 884-2535

(Company's Telephone Number, Including Area Code)

**Not Applicable**

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(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On December 9, 2016, S&W Seed Company (the "Company") held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"). A summary of the matters voted upon by stockholders at the Annual Meeting is set forth below, which matters are described in detail in the proxy statement sent by the Company to its stockholders relating to the Annual Meeting (the "Proxy Statement").

Proposal 1. Election of Directors

The Company's stockholders elected the eight persons listed below as directors of the Company, each to serve until the Company's 2017 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The final voting results are as follows:

| <u>Name</u>               | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|---------------------------|------------------|-----------------------|-------------------------|
| Glen D. Bornt             | 10,437,281       | 851,137               | 4,689,353               |
| David A. Fischhoff, Ph.D. | 11,234,464       | 53,954                | 4,689,353               |
| Mark S. Grewal            | 11,240,624       | 47,794                | 4,689,353               |
| Mark J. Harvey            | 11,236,832       | 51,586                |                         |

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4,689,353

Alexander C. Matina

11,235,274

53,144

4,689,353

Charles (Chip) B. Seidler

11,232,581

55,837

4,689,353

Grover T. Wickersham

10,452,676

835,742

4,689,353

Mark W. Wong

11,235,064

53,354

4,689,353

Proposal 2. Ratification of the Selection of Independent Registered Public Accounting Firm

The Company's stockholders ratified the selection of Crowe Horwath LLP by the Audit Committee of the Company's Board of Directors as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017. The final voting results are as follows:

Votes For

Votes Against

Abstention

Broker Non-Votes

15,855,656

12,189

109,926

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Proposal 3. Advisory Vote on Executive Compensation

The Company's stockholders approved, on an advisory basis, the compensation of the Company's Named Executive Officers, as disclosed in the Proxy Statement. The final voting results are as follows:

Votes For

Votes Against

Abstention

Broker Non-Votes

11,047,830

126,007

114,581

4,689,353

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SIGNATURES

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

S&W SEED COMPANY

By: /s/ Matthew K. Szot

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Matthew K. Szot

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

Date: December 14, 2016