

S&W Seed Co  
Form SC 13D/A  
July 21, 2017  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 13D/A  
(Rule 13d-101)  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO §240.13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO §240.13d-2(a).  
UNDER THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 3)  
S&W SEED COMPANY  
(Name of Issuer)  
Common Stock, Par Value \$0.001  
(Title of Class of Securities)  
785135104  
(CUSIP Number)

TIMOTHY E. LADIN  
MFP INVESTORS LLC  
667 MADISON AVENUE, 25<sup>TH</sup> FLOOR  
NEW YORK, NEW YORK 10065  
(212) 752-7345  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices of Communication)  
July 19, 2017  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSONS

MFP Partners, L.P.<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES 0

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 4,132,838<sup>(2)</sup>

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON WITH 10 SHARED DISPOSITIVE POWER

4,132,838<sup>(2)</sup>

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,132,838<sup>(2)</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES

CERTAIN

SHARES

13 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (11)

19.99%

14 TYPE OF REPORTING PERSON

PN

(1) MFP Investors LLC is the general partner of MFP Partners, L.P. ("MFP"). Michael F. Price is the managing partner of MFP and the managing member and controlling person of MFP Investors LLC.

(2) 4,132,838 shares of common stock, par value \$0.001 per share ("Common Stock"), of S&W Seed Company, a Nevada corporation, are held directly by MFP. MFP also directly holds a Common Stock Purchase Warrant (the "Warrant"), exercisable for up to 200,000 shares of Common Stock at an exercise price of \$4.46 per share. The Warrant is exercisable for shares of Common Stock only to the extent that upon such exercise, the Reporting Persons (as defined herein) will not own shares of Common Stock in excess of 19.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of the Warrant. Due to their respective relationships with each other, each of the Reporting Persons may be deemed to share voting and dispositive power with respect to the shares of Common Stock reported herein. The ownership percentage set forth above is based on 17,979,681 shares of Common Stock outstanding as set forth in

the Company's most recent Form 10Q and the issuance by the Company of 2,685,000 shares of its Common Stock issued in a private placement on July 19, 2017.

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- 1 NAMES OF REPORTING PERSONS  
MFP Investors LLC<sup>(1)</sup>
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS  
AF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |   |   |
|---|---|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 SOLE VOTING POWER<br>0                                |
|   | 8 SHARED VOTING POWER<br>4,132,838 <sup>(2)</sup>       |
|   | 9 SOLE DISPOSITIVE POWER<br>0                           |
|   | 10 SHARED DISPOSITIVE POWER<br>4,132,838 <sup>(2)</sup> |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,132,838<sup>(2)</sup>
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
19.99%
- 14 TYPE OF REPORTING PERSON  
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1 NAMES OF REPORTING PERSONS

Michael F.  
Price<sup>(1)</sup>

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS  
AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of  
America

NUMBER OF	7	SOLE VOTING POWER
SHARES	0	
BENEFICIALLY	<input checked="" type="checkbox"/>	SHARED VOTING POWER
OWNED BY	4,132,838 <sup>(2)</sup>	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON	<input type="checkbox"/>	SHARED DISPOSITIVE POWER
WITH	4,132,838 <sup>(2)</sup>	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,132,838<sup>(2)</sup>

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
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14 TYPE OF REPORTING PERSON  
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(2) 4,132,838 shares of common stock, par value \$0.001 per share ("Common Stock"), of S&W Seed Company, a Nevada corporation, are held directly by MFP. MFP also directly holds a Common Stock Purchase Warrant (the "Warrant"), exercisable for up to 200,000 shares of Common Stock at an exercise price of \$4.46 per share. The Warrant is exercisable for shares of Common Stock only to the extent that upon such exercise, the Reporting Persons (as defined herein) will not own shares of Common Stock in excess of 19.99% of the number of shares of

the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of the Warrant. Due to their respective relationships with each other, each of the Reporting Persons may be deemed to share voting and dispositive power with respect to the shares of Common Stock reported herein. The ownership percentage set forth above is based on 17,979,681 shares of Common Stock outstanding as set forth in the Company's most recent Form 10Q and the issuance by the Company of 2,685,000 shares of its Common Stock issued in a private placement on July 19, 2017.

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Explanatory Note

Pursuant to Rule 13d-2 promulgated under the Securities Exchange Act of 1934, as amended, this Amendment No. 3 to Schedule 13D (this "Amendment No. 2") amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the "SEC") on June 1, 2015 (the "Original Schedule 13D"), as amended by Amendment No. 1 on November 30, 2015 (the "Amendment No. 1"), and as amended by Amendment No. 2 on February 29, 2016 (the "Amendment No. 2"). The Original Schedule 13D, the Amendment No. 1, the Amendment No. 2 and this Amendment No. 3 are together referred to herein as the "Schedule 13D".

This Amendment No. 3 relates to the common stock, par value \$0.001 per share (the "Common Stock"), of S&W Seed Company, a Nevada corporation, owned by the Reporting Persons. Except as specifically amended by Amendment No. 1, Amendment No. 2 and this Amendment No. 3, items in the Schedule 13D are unchanged. Capitalized terms used herein that are not defined herein have the meanings ascribed to them in the Schedule 13D.

Item 3. Sources and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following paragraphs at the end of Item 3:

"On July 19, 2017, MFP purchased 935,000 shares of Common Stock from the Company, pursuant to a Securities Purchase Agreement entered into on July 19, 2017 between the Company and the Purchasers named therein (the "2017 Investment Agreement"), at a price of \$4.00 per share."

"The foregoing references to and descriptions of the 2017 Investment Agreement and the transactions contemplated thereby do not purport to be complete and are subject to, and are qualified in their entirety by reference to, the full text of the Investment Agreement which is attached as Exhibit 7 and is incorporated herein by reference."

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended by replacing sections (a) and (b) of Item 5 with the following:

"(a) MFP directly owns 4,132,838 shares of Common Stock, representing approximately 19.99% of the outstanding shares of Common Stock. MFP also directly holds a Common Stock Purchase Warrant (the "Warrant"), exercisable for up to 200,000 shares of Common Stock at an exercise price of \$4.46 per share. The Warrant is exercisable for shares of Common Stock only to the extent that upon such exercise, the Reporting Persons (as defined herein) will not own shares of Common Stock in excess of 19.99% of the number of shares of the Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of the Warrant. The ownership percentage set forth above is based on 17,979,681 shares of Common Stock outstanding as set forth in the Company's most recent Form 10Q and the issuance by the Company of 2,685,000 shares of its Common Stock issued in a private placement on July 19, 2017.

(b) Due to their respective relationships with MFP and each other, each of the Reporting Persons may be deemed to share voting and dispositive power with respect to the 4,132,838 shares of Common Stock reported herein, representing approximately 19.99% of the outstanding shares of Common Stock outstanding immediately after giving effect to the issuance of shares of Common Stock upon exercise of the Warrant."

Item 7. Material To Be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented by adding the following:

Exhibit 7 Securities Purchase Agreement by and between S&W Seed Company and the Purchasers named therein, dated as of July 19, 2017 (filed as Exhibit 99.1 of the Current Report on Form 8-K filed by S&W Seed Company on July 19, 2017 and incorporated herein by reference)

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**SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 21, 2017

MFP Partners, L.P.,

by its General Partner,

MFP Investors LLC

By: /s/ Michael F. Price

Name: Michael F. Price

Title: Managing Partner

MFP Investors LLC

By: /s/ Michael F. Price

Name: Michael F. Price

Title: Managing Member

/s/ Michael F. Price

Michael F. Price

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INDEX OF EXHIBITS

- Exhibit 1 Joint Filing Agreement, dated as of June 1, 2015, by and among MFP Partners, L.P., MFP Investors LLC and Michael F. Price\*
- Exhibit 2 Securities Purchase Agreement by and between S&W Seed Company and MFP Partners, L.P., dated as of December 30, 2014 (filed as Exhibit 4.1 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 3 Securities Purchase Agreement by and between S&W Seed Company and each of the investors named therein, dated as of December 30, 2014 (filed as Exhibit 10.1 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 4 Form of 8% Senior Secured Convertible Debenture (filed as Exhibit 10.2 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 5 Form of Common Stock Purchase Warrant (filed as Exhibit 10.3 of the Current Report on Form 8-K filed by S&W Seed Company on December 31, 2014 and incorporated herein by reference)\*
- Exhibit 6 Securities Purchase Agreement by and between S&W Seed Company and MFP Partners, L.P., dated as of November 23, 2015 (filed as Exhibit 10.1 of the Current Report on Form 8-K filed by S&W Seed Company on November 24, 2015 and incorporated herein by reference)\*
- Exhibit 7 Securities Purchase Agreement by and between S&W Seed Company and the Purchasers named therein, dated as of July 19, 2017 (filed as Exhibit 99.1 of the Current Report on Form 8-K filed by S&W Seed Company on July 19, 2017 and incorporated herein by reference)

\* Filed previously