

S&W Seed Co
Form 8-K
January 11, 2018

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **January 9, 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:

- 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.

o

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

On January 9, 2018, S&W Seed Company (the "Company") held its 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 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 next Annual Meeting of Stockholders and until his or her successor is elected, or, if sooner, until his or her death, resignation or removal. The final voting results are as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstention</u>	<u>Broker Non-Votes</u>
David A. Fischhoff	13,586,742	50,780	33,127	4,962,231
Mark J. Harvey	13,493,282	145,280	32,087	4,962,231
Consuelo E. Madere	13,586,810	50,752	33,087	

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4,962,231

Alexander C. Matina

13,585,195

53,367

32,087

4,962,231

Charles B. Seidler

13,522,237

116,325

32,087

4,962,231

Robert D. Straus

12,969,566

368,965

332,118

4,962,231

Grover T. Wickersham

12,909,508

728,819

32,322

4,962,231

Mark W. Wong

13,488,908

143,886

37,855

4,962,231

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

The Company's stockholders ratified the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2018. The final voting results are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstention</u>	<u>Broker Non-Votes</u>
18,528,573	23,141	81,166	-

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:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstention</u>	<u>Broker Non-Votes</u>
13,229,668	396,871	44,110	4,962,231

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

By: /s/ Matthew K. Szot

Matthew K. Szot

Executive Vice President of Finance and Administration and Chief Financial Officer

Date: January 11, 2018