

S&W Seed Co  
Form 8-K  
December 11, 2012

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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 8, 2012**

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)

25552 South Butte Avenue  
Five Points, CA 93624

(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

The 2012 annual meeting of the stockholders of the Company was held on December 8, 2012 at The Silver Legacy Hotel in Reno, Nevada. Of the 7,873,000 shares of our common stock entitled to vote at the meeting, 5,931,051 shares were represented at the meeting in person or by proxy, constituting a quorum. The voting results are presented below.

Proposal No. 1 - Election of Directors

Our stockholders elected seven directors to serve for the ensuing year and until their successors are elected and qualified, or until their earlier death, resignation or removal. Each of the directors received more than a majority of the votes cast, although the Company elects its directors on a plurality vote basis. The votes regarding the election of directors were as follows:

Nominee	For	Authority Withheld
Glen D. Bornt	4,351,432	2,883
Michael C. Culhane	3,834,153	520,162
Michael M. Fleming		

4,353,115

1,200

Mark S. Grewal

4,351,832

2,483

Michael N. Nordstrom

4,353,115

1,200

Charles B. Seidler

4,353,115

1,200

Grover T. Wickersham

4,351,032

## Proposal No. 2 - Approval to Amend and Restate the S&amp;W Seed Company 2009 Equity Incentive Plan

Proposal No. 2, to approve the amendment and restatement of the S&W Seed Company 2009 Equity Incentive Plan, including an increase in the number of shares available for issuance as grants and awards under the Plan to 1,250,000 shares, was approved with approximately 99% of the votes present or represented and voting at the Annual Meeting and approximately 1% of the outstanding shares voting against the proposal. The results were as follows:

For	Against	Abstained
4,301,276	41,189	11,850

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Proposal No. 3 - Ratification of the Appointment of M&K CPAS, PLLC

Proposal No. 3, to ratify the appointment of M&K CPAS, PLLC, was approved with approximately 99.5% of the shares present or represented and voting at the Annual Meeting voting for the proposal and less than one percent of the shares voting against the proposal. The results were as follows:

For	Against	Abstained
5,892,377	27,597	11,077

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 thereunto duly authorized.

S&W SEED COMPANY

By: /s/ Matthew K. Szot

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Matthew K. Szot

*Senior Vice President and Chief Financial Officer*

Date: December 11, 2012