

S&W Seed Co
Form DEF 14A
March 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(RULE 14A-101)

Schedule 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 240.14a-12

S&W SEED COMPANY

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)

Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)

Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)

Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3)

Filing Party:

(4)

Date Filed:

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On April 10, 2015

Dear Stockholder:

You are cordially invited to attend a special meeting of stockholders (the "Special Meeting") of S&W Seed Company, a Nevada corporation (the "Company"). The meeting will be held on April 10, 2015 at 11:00 a.m. Pacific time at the Company's corporate headquarters located at 7108 North Fresno Street, Suite 380, Fresno, California, for the following purpose:

Proposal No

. 1: To consider and vote upon a proposal to approve the issuance of the Company's common stock pursuant to the terms of \$27,000,000 principal amount of 8% Senior Secured Convertible Debentures Due 2017 and accompanying Common Stock Purchase Warrants, issued in a private placement that we closed on December 31, 2014, in each case, without giving effect to the conversion cap in such securities (as described below), which proposal we refer to as the "**Share Issuance Proposal.**"

The substance of this matter and related information are more fully described in the proxy statement accompanying this Notice.

No other business may be conducted at the Special Meeting except as required by law.

Any action on the business described above may be considered at the time and on the date specified above or at any other time and date to which the Special Meeting may be properly adjourned or postponed.

Holders of record of the Company's common stock at the close of business on February 9, 2015 (the "Record Date") are entitled to notice of, and to vote at, the Special Meeting or any adjournment thereof. In accordance with Nevada law, if necessary to obtain a quorum or to obtain additional votes needed to win approval for the Share Issuance Proposal, the Company will adjourn the Special Meeting and announce a new time later in the day on April 10, 2015 to reconvene the Special Meeting, without need to renote this Special Meeting, or the Company will fix a new record date and renote the Special Meeting to be held on a date in the future.

You are invited to attend the Special Meeting. Whether or not you plan to attend in person, you are urged to sign and return immediately the enclosed proxy in the envelope provided. No postage is required if the envelope is mailed in the United States. The proxy is revocable and will not affect your right to vote in person if you are a stockholder of record and attend the meeting. If your shares are held through an intermediary such as a broker or bank, you should present proof of your ownership as of the record date, such as a recent account statement reflecting your holdings as of the record date, a copy of the voting instruction card provided by your broker, trustee or nominee, or other similar evidence of ownership.

A list of stockholders entitled to vote will be available at the meeting and during ordinary business hours for ten days prior to the meeting at our corporate offices, 7108 North Fresno Street, Suite 380, Fresno, CA 93720, for examination by any stockholder who is a stockholder as of the Record Date for any legally valid purpose related to the meeting.

The Company recommends that all stockholders consent to the Share Issuance Proposal, by marking the box is entitled "FOR" with respect to the Proposal and submitting your proxy card by one of the methods set forth in the proxy card that accompanies the Proxy Statement. If you sign and send in the proxy card but do not indicate how you want to vote as to the Proposal, your consent form will be treated as consent "FOR" the Share Issuance Proposal.

The Company encourages you to take an active role in the affairs of your company by either attending the Special Meeting in person and/or by executing and returning the enclosed proxy card.

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To ensure your representation at the Special Meeting, please fill in, sign, date and return the attached proxy using the enclosed addressed envelope. By returning the enclosed proxy, you will not affect your right to revoke doing so in writing or to cast your vote in person should you later decide to attend the Special Meeting.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be Held on
April 10, 2015:

Rules adopted by the Securities and Exchange Commission allow companies to send stockholders a Notice of Internet Availability of proxy materials, rather than mail them full sets of proxy materials. For this Special Meeting, the Company has continued its practice of mailing full packages of materials to its stockholders. However the Company has made available on its website a set of the proxy materials, including this notice of meeting, the proxy statement and the form of proxy card. For your convenience, you can access those materials under "April 10, 2015 Special Meeting" on the Investors page of the Company's website at www.swseedco.com, but you will not be able to vote on that website.

By Order of the Board of Directors

President and Chief Executive Officer
Fresno, California
March 9, 2015

PROXY STATEMENT
FOR THE 2015 SPECIAL MEETING
OF STOCKHOLDERS OF S&W SEED COMPANY

At the Special Meeting, we are seeking stockholder approval for the issuance of shares underlying Debentures and Warrants we issued in a financing transaction (the "Financing Transaction"), the proceeds of which were used to fund our purchase of certain alfalfa-related assets (the "Acquisition") of Pioneer Hi-Bred International, Inc. ("DuPont Pioneer"), a subsidiary of E. I. du Pont de Nemours and Company ("DuPont"). This proxy statement provides certain required information regarding the Acquisition pursuant to Note A to Schedule 14A, which requires disclosure of certain information regarding an acquisition, even if approval of the acquisition is not sought, when the matter to be acted upon relates in some manner to that acquisition. Because the proceeds from the Financing that underlies the Share Issuance Proposal were used to fund the Acquisition, we have included additional disclosure in this proxy statement. However, we are not seeking stockholder approval for the Acquisition or the Financing Transaction, both of which closed on December 31, 2014 without the need to obtain stockholder approval under either Nevada law or the rules of The NASDAQ Stock Market.

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INTRODUCTION

This proxy statement is furnished to the holders of common stock of S&W Seed Company, a Nevada corporation, in connection with the solicitation of proxies by management of S&W to be voted at a special meeting of stockholders on Friday, April 10, 2015, at 11:00 a.m. Pacific time, at our corporate headquarters located at 7108 North Fresno Street, Suite 380, Fresno, California and any adjournments or postponements thereof (the "Special Meeting"). In this document, the words "S&W, the "Company," "we," "us," "our" and "ours" refer only to S&W Seed Company and not to any other person or entity.

Our stockholders will be asked at the Special Meeting to consider and vote upon a resolution (in the form attached as Schedule I to this proxy statement) approving the issuance of shares of our common stock issuable in the future in connection with the possible conversion of up to \$27,000,000 of 8% senior secured convertible debentures (the "Debentures") and upon exercise of 2,699,999 warrants (the "Warrants") issued to the holders of the Debentures (the "Debenture Private Placement" or the "Debenture Financing"), in each case, without giving effect to the conversion cap in such securities. Such approval will also provide our stockholders' consent to the issuance of additional shares of our common stock that we potentially could issue from time to time to service the debt obligation under the Debentures in lieu of cash payments of interest and debt amortization and for additional shares that potentially could be issuable pursuant to adjustments to the conversion price provided for in the Debentures. We refer to this proposal as the "Share Issuance Proposal."

On December 31, 2014, we consummated two private placements, pursuant to which we raised gross proceeds of \$31,658,400. In addition to the \$27,000,000 principal amount raised in the Debenture Private Placement noted above, we also raised an additional \$4,658,400 in gross proceeds through the sale of common stock (the "Shares Private Placement"). The primary use of the net proceeds from these concurrent financing transactions was to finance the Acquisition, under the terms of which we purchase from DuPont Pioneer alfalfa production and research facility assets, as well as conventional (non-GMO) alfalfa germplasm. We discuss the Acquisition in greater detail later in this proxy statement.

The Special Meeting is being convened solely to obtain stockholder approval for the issuance of shares of our common stock that may, in the future, be issued pursuant to the terms of the Debentures and Warrants sold in the Debenture Private Placement. Because the net proceeds from the Debenture Private Placement were used to finance the Acquisition, this proxy statement includes certain disclosure that would be included in a proxy statement that sought approval of the Acquisition, except to the extent such disclosure is not material to a prudent judgment on the matter that we are asking you to approve. **We are not seeking approval of the Acquisition, which was completed on December 31, 2014 without the need to obtain stockholder approval under state, federal or exchange rules or regulations.**

We are soliciting proxies from our stockholders to be voted at the Special Meeting pursuant to this proxy statement in order to enable us to fulfill our obligation to the purchasers under the terms of the Debentures and Warrants. Without their investments, together with the Shares Private Placement, we would not have been able to consummate the Acquisition, a transaction we believe will be transformative in elevating our Company to rank among the most preeminent alfalfa seed companies in the world. We are asking for our stockholders support in this endeavor by providing the stockholder approval we are required to obtain.

Each stockholder is entitled to one vote for each share of our common stock owned as of the close of business on February 9, 2015, which is the record date for the purpose of determining the stockholders entitled to receive notice of and to vote at the Special Meeting.

We know of no specific matter to be brought before the Special Meeting that is not referred to in the Notice of Special Meeting of Stockholders dated March 9, 2015. If any such matter properly comes before the Special Meeting, the proxyholders will vote proxies in accordance with their judgment.

If we are unable to obtain stockholder approval, we will only be able to issue 1,036,594 of the shares potentially issuable pursuant to the Debentures and Warrants. Thus, we would be unable to comply with the contractually agreed upon terms of the Debenture Financing, namely, Debenture conversion and Warrant exercises above and beyond the initial 1,036,594 shares that we are able to issue without stockholder approval under the NASDAQ rules. This could trigger a default under the Debentures if we were ever unable to make the required payments on the Debentures in cash. The Debentures are secured obligations of our Company. If we are unable to make the required payments when due, the holders of the Debentures will have the rights to declare the unpaid total principal amount, accrued but unpaid interest and all other amounts due under the Debentures immediately due and payable, to foreclose any liens and security interests securing payment thereof and to exercise any of their other rights, powers and remedies under the Debentures, under any other transaction documents executed in connection with the Debenture Financing, or at law or in equity. In addition, such a default would also be deemed a default under our credit facilities with Wells Fargo Bank, National Association ("Wells Fargo"), as well as a default under the promissory note and related loan documents we executed in connection with the Acquisition. A default under the Debentures, the DuPont Pioneer secured promissory note and our credit facilities could have a material adverse effect on our ability to conduct our business or could force us to invoke legal measures to protect our business, including, but not limited to, filing for protection under the U.S. Bankruptcy Code. In addition, if we were to issue shares of our common stock pursuant to the Debentures and Warrants in excess of the 19.99% limitation set forth in NASDAQ Rules 5635(a) and 5635(d) without obtaining prior stockholder approval, our common stock would be subject to delisting from the NASDAQ Capital Market. Delisting would have a material adverse impact on our stockholders' ability to sell their shares and would likely cause a material decline in the trading price of our stock.

Until we obtain the needed approval, we will be required to serially seek stockholder approval on a quarterly basis, which will consume financial resources and divert management's attention from operating the business. Furthermore, although we presently do not intend to use shares to service the debt, without stockholder approval we will be unable to service a portion of the debt through the potential issuance of shares at such times as our management team believes that preserving cash for other purposes would be in our best interest.

For all of these reasons, the board of directors of S&W unanimously determined that the approval of the potential issuance of the shares pursuant to the Debenture Private Placement is in the best interests of the Company and our stockholders. The S&W Board unanimously recommends that you vote "FOR" the Share Issuance Proposal.

We are providing you with this proxy statement and related materials in connection with the solicitation of proxies by our management. This proxy statement and the accompanying proxy card are expected to be mailed to the stockholders of record as of February 9, 2015, commencing on or about March 11, 2015.

All properly executed written proxies and all properly completed proxies submitted by mail, facsimile or via the Internet, which are delivered pursuant to, and which appoint Mark Grewal, Matthew Szot and Debra Weiner as proxyholders in accordance with, this solicitation will be voted at the Special Meeting in accordance with the directions given in the proxy, unless the proxy is revoked prior to completion of voting at the Special Meeting. If no direction is provided in otherwise properly dated and signed proxies that are timely delivered, the proxyholders will vote the applicable shares "FOR" the Share Issuance Proposal.

Your vote is very important. Whether or not you plan to attend the Special Meeting, please take time to vote by completing and mailing your proxy card or by following the voting instructions provided to you if your own your shares through a broker or other intermediary. If you do not receive instructions, you may request them from that broker or other intermediary.

SOURCES OF ADDITIONAL INFORMATION

If you have any questions about completing, signing, dating or delivering your proxy card or require assistance, please contact:

Georgeson, Inc.
480 Washington Boulevard, 26th Floor
Jersey City, NJ 07310
Shareholders, Banks and Brokers Call Toll Free: (888) 624-7035

Please complete, sign, date and return your proxy card today.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING.

In addition to delivering printed versions of this proxy statement and the proxy card to all stockholders by mail, this proxy statement and the proxy card are also at our website at www.swseedco.com and through the Securities and Exchange Commission's Electronic Data-Gathering, Analysis and Retrieval online database, which we refer to as EDGAR, at www.sec.gov/edgar.

SUMMARY TERM SHEETS

The following is a summary of information contained elsewhere in this proxy statement. The summary is provided for convenience only and should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing or referred to elsewhere in this proxy statement.

The DuPont Pioneer Alfalfa Assets Acquisition Summary Term Sheet and Related Information

• **The Parties to the Acquisition:**

S&W Seed Company is a Nevada corporation with its common stock traded on the NASDAQ Capital Market under the symbol "SANW." Our address is 7108 North Fresno Street, Suite 380, Fresno, CA 93720, and our telephone number is (559) 884-2535.

Founded in 1980, we are a global agricultural company, headquartered in the Central Valley of California. Our vision is to be the world's preferred proprietary seed company, supplying a range of forage and specialty crop products that support the growing global demand for animal proteins and healthier consumer diets. We are the global leader in alfalfa seed, with extensive research and development, production and distribution capabilities. Our capabilities span the world's alfalfa seed production regions with operations in the San Joaquin and Imperial Valleys of California, five other U.S. states, Australia, and three provinces in Canada, and we sell our seed products in more than 25 countries around the globe. Additionally, we are utilizing our research and breeding expertise to develop and produce stevia, the all-natural, zero calorie sweetener for the food and beverage industry.

We completed our initial public offering in fiscal 2010, and since then we have expanded certain pre-existing business initiatives and added new ones, including:

- increasing our farming acreage dedicated to alfalfa seed production by both acquisition of leased and purchased farmland and by increasing the number of acres under contract with growers in the Central and Imperial Valleys of California;
- teaming with Forage Genetics International, LLC and Monsanto Corporation to develop genetically modified organism alfalfa seeds, which we refer to as GMO, using our germplasm and Monsanto's genetically modified traits;
- developing stevia varieties in response to growing worldwide demand for the all-natural, zero calorie sweetener;
- acquiring the customer list of our primary international distributor of alfalfa seed;
- entering into the dormant germplasm market via the acquisition of a portfolio of dormant germplasm in August 2012;
- entering into production of non-GMO seed in the Imperial Valley, California by purchasing farmland and acquiring Imperial Valley Seeds, Inc., which we refer to as IVS, in October 2012;
- entering into production of non-GMO seed in Southern Australia by acquiring the dominant local producer, Seed Genetics International Pty Ltd, which we refer to as SGI, in April 2013; and
- acquiring alfalfa production and research facility assets and conventional (non-GMO) alfalfa germplasm, from Pioneer Hi-Bred International, Inc., or DuPont Pioneer, a subsidiary of E. I. du Pont de Nemours and Company.

We have omitted from this proxy statement detailed information about our company that would be required by Item 14 of Schedule 14A if we were filing a registration on Form S-4 in connection with an acquisition inasmuch as such information is not material to an informed voting decision of the Share Issuance Proposal. For more detailed information about us, see our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, our Quarterly Report on Form 10-Q for the period ended December 31, 2014 and other reports and filings we may make from time to time with the SEC, all of which are available at www.sec.gov.

Pioneer Hi-Bred International, Inc. is a subsidiary of E. I. du Pont de Nemours and Company. Its shares are not publicly traded. Its address is 7250 N.W. 62nd Avenue, Johnston, IA 50131 and its telephone number is (515) 535-3200.

See "Information About the DuPont Pioneer Alfalfa Business and Related Required Information" beginning on page 15.

• **The Transaction:**

On December 31, 2014, we purchased from DuPont Pioneer alfalfa research and production assets, conventional (non-GMO) alfalfa germplasm and certain other assets (the "Purchased Assets"), as set forth in detail in the Asset Purchase and Sale Agreement (as amended, the "APSA") between the parties. We further agreed to assume certain liabilities related to, among other things, the Purchased Assets, as specifically agreed to in the APSA.

The agreements related to the Acquisition provide that both we and DuPont Pioneer will work towards obtaining the necessary consents from and agreements with third parties such that certain GMO alfalfa assets can be purchased from DuPont Pioneer by us. Pursuant to the terms of the APSA, if such consents and agreements are obtained before November 30, 2017 and subject to the satisfaction of other conditions specified in the APSA, we have committed to buy, and DuPont Pioneer has committed to sell, the GMO assets at a price of \$7,000,000 on or before December 29, 2017.

See "DuPont Pioneer Alfalfa Assets Acquisition" beginning on page 38.

• **The Consideration:**

Up to \$42,000,000, consisting of the following:

- (i) a cash payment at closing of \$27,000,000; and
- (ii) a three year secured promissory note (the "Note") payable us to DuPont Pioneer in the initial principal amount of \$10,000,000 (issued at closing), and a potential earn-out payment (payable as an increase in the principal amount of the Note) of up to \$5,000,000. The promissory note bears interest at 3% per annum (paid annually), matures on December 31, 2017 and is secured by certain of the Purchased Assets.

See "DuPont Pioneer Alfalfa Assets Acquisition" beginning on page 38.

- **Additional Agreements:** In connection with the purchase and sale of the Purchased Assets, the parties agreed to enter into a series of agreements, including, but not limited to, the various agreements required to effect the transfer of assets (including mortgages, assignment agreements and other transfer agreements), a distribution agreement, production services agreement, and a lease agreement pertaining to the use of alfalfa facilities in Connell, Washington.

See "DuPont Pioneer Alfalfa Assets Acquisition - The S&W/DuPont Pioneer Agreements" beginning on page 39.
- **Conditions to Closing:** In addition to customary closing conditions, the closing of the Acquisition was conditioned upon us securing financing sufficient to pay the \$27,000,000 cash consideration due at closing. The net proceeds from the financing transactions discussed below provided the cash consideration for the closing of the Acquisition.
- **The Closing:** The parties closed the Acquisition on December 31, 2014. The consummation of the transaction did not require the approval of our stockholders, the stockholders of DuPont Pioneer or any regulatory approvals.
- **Relationship of the Parties:** Prior to the Acquisition, the parties had no formal relationship. The various agreements entered into between the parties in connection the Acquisition create an ongoing business relationship under the terms of which we will produce alfalfa seed for sale to DuPont Pioneer, which will continue to sell alfalfa seed as one of its product lines. We also have a landlord-tenant relationship under the lease agreement entered into in connection with the closing.

See "DuPont Pioneer Alfalfa Assets Acquisition - Relationship of the Parties" beginning on page 40.
- **Interests of Certain Persons in the Transactions:** None of the executive officers or directors of our company or DuPont Pioneer have any interest in the Acquisition.
- **Expenses of the Transaction:** Except as set forth in the APSA, all fees and expenses incurred in connection with the Acquisition are the obligation of the respective party incurring such fees and expenses.

The Financings

The Debenture Private Placement Summary Term Sheet

- **Securities Offered:** \$27,000,000 of 8% Senior Secured Convertible Debentures (the "Debentures") convertible into our common stock and 2,699,999 Warrants.

See "The Financing Transactions" beginning on page 41.
- **Use of Proceeds:** Primarily to fund the cash portion of the purchase price for the Acquisition, as well as for working capital and general corporate purposes.
- **Terms of the Debentures:** Following is a summary of certain significant terms of the Debentures. See "The Financing Transactions - Debentures" beginning on page 42 for a more detailed description of the terms of the Debentures.
- **Maturity** November 30, 2017, unless earlier converted or redeemed.
- **Interest** 8% per annum, payable monthly beginning on February 2, 2015.
- **Seniority** Our payment obligations under the Debentures are secured by a security interest in substantially all of our assets, including (without limiting the generality of the foregoing) a first security interest on the intangibles (IP) purchased from DuPont Pioneer. However, generally, the Debenture obligations are subordinate to the senior rights in the collateral of Wells Fargo Bank, National Association ("Wells Fargo Bank") and DuPont Pioneer. The priorities and rights among our secured creditors are set forth in an Intercreditor and Subordination Agreement entered into on December 30, 2014 in connection with this Financing.
- **Conversion** Subject to a conversion cap prior to the date that stockholder approval is obtained, the holders of Debentures may elect to convert the Debentures into common stock at any time. The initial conversion price is \$5.00, subject to customary adjustments for stock splits, reverse splits and similar events of recapitalization. If, on September 30, 2015, the conversion price of \$5.00 exceeds the arithmetic average of the 10 lowest VWAPs of the common stock during the 20 consecutive trading days ending on the trading day that is immediately prior to September 30, 2015 the conversion price will adjust to that arithmetic average but in no event will the price be reset below \$4.15 (as adjusted for any stock dividends, stock split, stock combination, reclassification or similar transaction occurring after December 30, 2014). We have a one-time optional forced conversion right, exercisable if specified conditions are satisfied.
- **Redemption** Beginning on July 1, 2015, we are required to make monthly payments of principal, payable in cash or any combination of cash or shares of our common stock at our option, provided that if we elect to

make such payment in shares, all of the applicable equity conditions are satisfied or waived. The Debentures contain certain rights of acceleration and deferral at the holder's option in the event a principal payment is to be made in stock and contain certain limited acceleration rights of S&W, if we have elected to redeem in cash and provided certain conditions are satisfied. Prior to July 1, 2015, we have the right to redeem \$5,000,000 in principal amount of the Debentures without a prepayment penalty. In addition, at our election, we have the right to increase the applicable monthly redemption payment to up to 200% of the original amount, provided that these accelerated payments are made in cash, that we will not, as a result of such cash payments, fail to comply with the financial covenants of our Wells Fargo credit facilities and, after any such payment, we will have at least \$2,000,000 in cash deposits. Any other early redemptions are subject to prepayment penalties and other make whole provisions.

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- **Terms of the Warrants:** Following is a summary of certain significant terms of the Warrants. See "The Financing Transactions - Common Stock Purchase Warrants" beginning on page 44 for a more detailed description of the terms of the Warrants.
- **Term** The Warrants are exercisable beginning June 30, 2015 and will be exercisable through June 30, 2020, unless earlier redeemed.
- **Exercise Price** The initial exercise price is \$5.00 per share, subject to customary adjustment for stock splits, reverse stock splits and other events of recapitalization. If, on September 30, 2015, the exercise price then in effective exceeds the arithmetic average of the 10 lowest VWAPs of our common stock during the 20 consecutive trading days ending on the trading day that is immediately prior to September 30, 2015, then the exercise price for the Warrants will be reset to that arithmetic average, but in no event will the reset price fall below \$4.15 (as adjusted for any stock dividends, stock split, stock combination, reclassification or similar transaction occurring after December 30, 2014). In addition, if we issue or are deemed to have issued securities at a price lower than the then applicable exercise price during the three year period ending December 31, 2017, the exercise price of the Warrants will adjust based on a weighted average anti-dilution formula ("down-round protection").
- **Consideration** The Warrants may be exercised for cash, provided that, if there is no effective registration statement available registering the exercise of the Warrants, the Warrants may be exercised on a cashless basis.
- **Redemption** At any time after June 30, 2015, we may redeem the outstanding Warrants upon 30 days' prior written notice for \$0.25 per unexercised warrant, provided all equity conditions have been met, and provided further, that the closing price of our common stock has equaled or exceeded \$12.00 (subject to adjustment) for at least 15 consecutive trading days.
- **Registration Rights:** We agreed to (i) file a Registration Statement no later than 30 days following closing of the financing (which we timely filed on January 30, 2015); (ii) respond to SEC comments within 18 days of receipt; and (iii) request acceleration within three business days of receiving confirmation from the SEC Staff that the review of the registration statement is complete (or there is to be no review) (our registration statement on Form S-3 was declared effective on February 20, 2015). We agreed to use reasonably commercial best efforts to cause the registration statement to be declared effective as soon as possible after the closing. We will be required to pay a 1% default payment in cash prorated during each month such obligations are not satisfied, up to three months as long as the Company is current in its filings and the holders can use Rule 144 for resale of their shares.
- **Right of Participation** The investors have the right to participate for no less than 30% of any future public offering of the Company in excess of \$5,000,000 in gross proceeds for two years after the closing of the financing.
- **Closing** The Debenture and Warrant Financing closed on December 31, 2014. We sold \$27,000,000 principal amount of 8% Senior Secured

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Convertible Debentures Due November 30, 2017, together with
Warrants to purchase an aggregate of 2,699,999 shares of our
Common Stock.

- **Stockholder Approval** Under the terms of the Debentures and Warrants and pursuant to the corporate governance rules of The NASDAQ Stock Market, we are required to seek stockholder approval for the issuance of the shares of our common stock that may be issued from time to time upon conversion of the Debentures, exercise of the Warrants and for debt service on the Debentures. It is this requirement that has caused us to notice and call this Special Meeting.

There are a number of factors that could impact the number of shares that we potentially could issue pursuant to the Debentures and Warrants, including: (i) whether we redeem \$5,000,000 in principal amount of the Debentures before July 1, 2015, which we currently expect to do upon the closing of the pending real property sales that we have publicly announced; (ii) whether the conversion price on the Debentures resets as of September 30, 2015 from the initial conversion price of \$5.00 to as low as \$4.15 pursuant to the ratchet provision in the Debentures, which adjusted price would be reset based upon our stock price on that day; and (iii) whether we make any monthly payments of interest or redemptions of principal with shares of our common stock (based on then-current stock prices) in lieu of cash payments, which is a determination that is solely within our discretion. We have notified the holders of the Debentures that we will make interest and redemption payments in cash unless and until we provide a subsequent notice changing that election.

Assuming we redeem the \$5,000,000 in principal, the conversion price does not adjust on September 30, 2015, and we make no payments of interest or reduction of principal with shares, and further assuming all of the Warrants are exercised, we will ultimately issue 4,399,992 shares upon conversion of the Debentures and 2,699,999 shares upon exercise of the Warrants, for a total of 7,099,991 shares of our common stock. However, because the exact number of shares of our common stock that could potentially be issuable pursuant to the terms of the Debentures and Warrants cannot be determined as of the date of the Special Meeting, we are asking you, our stockholders, to approve, generally, the issuance of all of the shares potentially issuable upon conversion of and debt service on the Debentures and upon exercise of the Warrants.

(See "Proposal No. 1 - The Share Issuance Proposal, beginning on page 51.)

The Shares Private Placement Summary Term Sheet

- **Securities Offered:** 1,294,000 shares of our common stock
- **Price:** \$3.60 per share
- **Use of Proceeds:** To fund the balance of the cash consideration needed to close the Acquisition, as well as for working capital and general corporate purposes.

- **Registration Rights:** The shares sold in the Common Stock Private Placement are "registrable securities" under the registration rights agreement entered into with the holders of the Debentures and Warrants, and the shares have been included in the Form S-3 registration statement that was filed with the SEC on January 30, 2015.

- **Closing:** The Common Stock Private Placement closed on December 31, 2014. We sold 1,294,000 shares at \$3.60 for gross proceeds of \$4,658,400. These shares are not part of the Share Issuance Proposal.

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING

What is this proxy statement?

The Board of Directors has provided you with these proxy materials in connection with its solicitation of proxies by the Company to be voted at the Special Meeting. Please note that throughout these proxy materials we may refer to S&W Seed Company as "S&W," "the Company," "we," "us" or "our." These proxy materials are first being mailed to stockholders entitled to vote at the Special Meeting on or about March 11, 2015.

What is the purpose of the Special Meeting?

At the Special Meeting, our stockholders will act upon the proposal described in these Proxy Materials: That is, you are being asked to consider a proposal to approve the possible future issuance of the Company's common stock upon conversion and exercise of Debentures and Warrants that were issued in a private placement that closed on December 31, 2014, as well as the possible issuance of additional shares of our common stock in lieu of cash payments to service the Debenture indebtedness, at our option and provided various conditions are satisfied.

Who Can Vote?

Only holders of record of the common stock on February 9, 2015, which we refer to as the Record Date, will be entitled to attend and vote at the Special Meeting or any adjournment thereof. As of the Record Date, there were 12,961,475 shares of common stock issued, outstanding and entitled to vote. No other class of voting securities is outstanding on the date of mailing of this proxy statement. Each share of common stock has one vote per share.

How May You Vote?

We have two kinds of stockholders - stockholders of record and beneficial stockholders. The ways in which you can vote will differ depending on whether you are a record holder or a beneficial holder.

For Stockholders of Record

If, on February 9, 2015, your shares were registered directly in your name with our transfer agent, Transfer Online, Inc., you are a stockholder of record, and we are sending these proxy materials directly to you. As the stockholder of record, you have the right to direct the voting of your shares by returning the accompanying proxy card in the addressed, postage paid envelope provided, voting online on Transfer Online, Inc.'s website as indicated on the proxy card or voting in person at the Special Meeting. If you hold your shares directly in your own name, they will not be counted as shares present for the purposes of determining the presence of a quorum or be voted if you do not provide a proxy or attend the Special Meeting and vote the shares yourself. **Whether or not you plan to attend the Special Meeting, please complete, date and sign the enclosed proxy card or vote online prior to the Special Meeting to ensure that your vote is counted.**

If you provide specific voting instructions, your shares will be voted as you instruct. If you sign but do not provide instructions, your shares will be voted as described below.

You may attend the Special Meeting and vote your shares in person at the Special Meeting prior to the closing of the vote on any particular matter. You may also grant your proxy to vote through the Internet (see the instructions on the proxy card), or by returning a signed, dated and marked proxy card in the

enclosed self-addressed, stamped envelope. Proxies that are sent to us and not voted in person at the Special Meeting must be received by us at least one day prior to the Special Meeting date, being April 9, 2015, in order to ensure that the votes will be counted.

For Beneficial Owners

If, on February 9, 2015, your shares were held in an account at a brokerage firm or at a bank or other nominee holder, you are considered the beneficial owner of shares held "in street name," and these proxy materials are being forwarded to you by your broker, bank or other nominee holder (referred to herein as "broker"). It is the broker who is considered the stockholder of record for purposes of voting at the Special Meeting. As the beneficial owner, you have the right to direct your broker on how to vote your shares, and you may attend the Special Meeting. If your shares are held in street name, you will receive instructions from your broker that must be followed in order for the broker to vote the shares per your instructions.

Under stock market rules currently in effect, brokerage firms and nominees have the authority to vote their customers' unvoted shares on certain "routine" matters if the customers have not furnished voting instructions within a specified period prior to the Special Meeting. However, the Share Issuance Proposal to be voted upon at the Special Meeting is not considered a "routine" matter, and hence brokerage firms and nominees will not be able to vote the shares of customers from whom they have not received voting instructions. **If your shares are held in street name, you must instruct your broker how to vote your shares or, on the substantive matters to come before the Special Meeting, your shares will not be voted.**

Broker non-votes occur when shares held by a broker are not voted with respect to a proposal because (i) the broker has not received voting instructions from the beneficial owner of the shares and (ii) the broker lacks the authority to vote the shares at the broker's discretion. Broker non-votes will be counted as shares present and entitled to vote for the purposes of determining the presence of a quorum on each of the proposals to be voted on at the Special Meeting.

Proxies that are sent to us and not voted in person at the Special Meeting must be received by us at least one day prior to the Special Meeting date, being April 9, 2015, in order to ensure that the votes will be counted.

If you have voted prior to the Special Meeting but choose to attend the meeting and change your vote, you must follow the instructions in the next question.

May you change or revoke your vote?

Subject to any rules your broker, trustee or nominee may have, you may change your proxy instructions at any time before your proxy is voted at the Special Meeting.

For Stockholders of Record

If you are a stockholder of record, you may change your vote by (i) filing with our Corporate Secretary, prior to your shares being voted at the Special Meeting, a written notice of revocation or another duly executed proxy card, in either case dated later than the prior proxy relating to the same shares, or (ii) by attending the Special Meeting, revoking your proxy and voting in person (although attendance at the Special Meeting will not, by itself, revoke a proxy). Any written notice of revocation or subsequent proxy card must be received by our Corporate Secretary prior to the taking of the vote at the Special Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our Corporate Secretary or the Inspector of Elections at the Special Meeting or should be sent so as to be delivered to our principal executive offices located at 7108 North Fresno Street, Fresno, CA 93720, directed to the attention of the Corporate Secretary. If mailing a notice of revocation, please provide sufficient time for the revocation to be received no later than April 9, 2015 to ensure that the revocation will be effective. You may also fax the notice of revocation to (559) 255-5457 or e-mail it to secretary@swseedco.com until 11:59 p.m. Pacific Time on April 9, 2015.

For Beneficial Owners

If you are a beneficial owner of shares held in street name, you may change your vote (i) by submitting new voting instructions to your broker, trustee or other nominee, or (ii) if you have obtained a legal proxy from the broker, trustee or other nominee that holds your shares giving you the right to vote the shares, by attending the Special Meeting and voting in person. Note that the same timing restrictions explained in the paragraph above relating to stockholders of record apply to beneficial owners desiring to revoke or change your votes. **Please make sure that you plan for sufficient time for your street name holder to meet the time deadlines in the prior paragraph or your original votes will stand.**

May you attend the Special Meeting and vote in person? Whether or not you have previously submitted your voting instructions by returning a dated and signed proxy card, voting online at the Transfer Online website or voting by telephone or over the Internet in accordance with your broker's procedures, you are cordially invited to attend the Special Meeting. **Attendance at the Special Meeting does not revoke your previously submitted voting instructions.** If you have previously voted but want to change your vote at the Special Meeting, you must follow the instructions provided in the prior question.

How will your shares be voted if you submit a proxy and do not make specific choices?

If you sign and return your proxy card but do not give any voting instructions, your shares will be voted in favor of the Share Issuance Proposal and in accordance with the discretion of the proxy holders upon such other business as may properly come before the Special Meeting or any adjournment or postponement thereof.

What information is contained in this proxy statement?

The information in this proxy statement relates to the Share Issuance Proposal to be voted on at the Special Meeting, the voting process and other required information, including a detailed narrative of the Acquisition and the Financing Transactions that were consummated in order to pay the cash consideration for the Acquisition.

What proposals will be voted on at the Special Meeting?

At the Special Meeting, stockholders will be asked to vote on only one proposal: A proposal to approve the issuance of the Company's common stock potentially issuable pursuant to the terms of Debentures and Warrants, which securities were previously issued in a private placement. We refer to this proposal as the "Share Issuance Proposal." We are not seeking approval of the Acquisition or the Financing Transactions.

What is the voting requirement to approve the Share Issuance Proposal, and how does the Board of Directors recommend that you vote?

The affirmative vote of a majority of the shares present, represented and entitled to vote, excluding abstentions, on the proposal is required to approve this proposal (assuming a quorum is present in person or by proxy). If you vote to abstain, or if you fail to vote or fail to instruct your bank, broker, custodian or other record holder how to vote, it will have no effect on the voting outcome of this proposal. You may vote either "FOR," "AGAINST" or "ABSTAIN." The Board of Directors recommends that you vote your shares "FOR" the Share Issuance Proposal.

Why are we asking you to approve the Share Issuance Proposal?

NASDAQ Listing Rule 5635(a) states: "Shareholder approval is required prior to the issuance of securities in connection with the acquisition of the stock or assets of another company if: (1) where, due to the present or potential issuance of common stock, including shares issued pursuant to an earn-out provision or similar type of provision, or securities convertible into or exercisable for common stock, other than a public offering for cash: . . . the number of shares of common stock to be issued is or will be equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of the stock or securities." Although we are not seeking stockholder approval of the Acquisition because the consideration therefor was cash and a secured promissory note rather than securities, because the net proceeds from the Debenture Financing and the Shares Private Placement were used to fund the cash portion of the Acquisition, we must comply with the stockholder approval requirement of Listing Rule 5635(a)(1).

In addition, NASDAQ Listing Rule 5635(d) requires that we obtain stockholder approval prior to the issuance of the Company's common stock in connection with certain non-public offerings involving the sale, issuance or potential issuance by us of our common stock equal to 20% or more of our common stock outstanding before the issuance, if the price per share is less than the greater of book value or market on the date of pricing. If the Debentures are fully

converted and the Warrants are fully exercised, we will issue more than 20% of the number of shares we had outstanding on December 30, 2014, the date on which the definitive transaction documents were executed. Although the initial conversion price of the Debentures and initial exercise price of the Warrants were both fixed at \$5.00, which exceeded the greater of book value and market value of our common stock on December 31, 2014, we could, potentially, issue shares pursuant to the Debentures and/or Warrants at lower prices if there is a decrease in the conversion price and/or warrant exercise price below that level or if, in the unlikely event we were to make interest payments or redemptions in shares at then-current stock prices, which could be less than the greater of book value or market on December 30, 2014. In addition, we contractually agreed to seek stockholder approval in connection with the sale of the Debentures and Warrants.

What constitutes a quorum? A quorum is the presence, in person or by proxy, of the holders of a majority of the outstanding shares of our common stock (as calculated on February 9, 2015). That means that at least 6,480,738 shares of common stock must be present at the Special Meeting in order to have a quorum and enable us to conduct the Special Meeting.

Who will count the votes?

A representative from Transfer Online, Inc. will act as inspector of elections and will tabulate the votes. The inspector will separately tabulate "FOR" and "AGAINST" votes, abstentions and broker non-votes for the Share Issuance Proposal and any other matter than may properly come before the Special Meeting.

How are abstentions and broker non votes counted?

Abstentions and broker non-votes are counted as present for the purpose of determining the presence or absence of a quorum for the transaction of business. Under Nevada law, abstentions from voting and broker non-votes are not counted as votes cast and accordingly will have no effect upon the results.

Is your vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the Company or to third parties, except:

- as necessary to meet applicable legal requirements;
- to allow for the accurate and efficient tabulation and certification of votes; and
- to facilitate a successful proxy solicitation.

How can you learn the results of the vote?

We intend to announce preliminary voting results at the Special Meeting and will publish final results on a Current Report on Form 8-K within four business days following the Special Meeting.

Are any of the Company's officers and directors interested in matters to be acted upon?

Our officers and directors do not have any interest in the matters to be acted upon at the Special Meeting.

Who is soliciting votes and who will bear the cost for this proxy solicitation?

We are soliciting the votes and will bear all expenses of soliciting proxies. We may reimburse brokerage firms, custodians, nominees, fiduciaries and other persons representing beneficial owners of common stock for their reasonable out-of-pocket expenses in forwarding solicitation material to such beneficial owners. Some of our directors, officers and employees may also solicit proxies in person or by other means of communication. Such directors, officers and employees will not be additionally compensated, but may be reimbursed for reasonable out-of-pocket expenses in connection with such solicitation. In addition, we have engaged Georgeson, Inc. to assist in obtaining proxies by mail, facsimile or email from brokerage firms, banks, broker-dealers or other similar organizations representing beneficial owners of shares for this Special Meeting. We have agreed to a fee of approximately \$24,000, plus out-of-pocket expenses. Georgeson, Inc. may be contacted at (888) 624-7035.

What is "householding"?

We may deliver a single proxy statement to an address shared by two or more of our stockholders. This method of delivery, known as "householding," permits us to realize significant cost savings, reduces the amount of duplicate information stockholders receive and reduces the environmental impact of printing and mailing documents to you. Under this process, certain stockholders of record will receive only one copy of our proxy materials and any additional proxy materials that are delivered until such time as one or more of these stockholders notifies us that they want to receive separate copies. Any stockholders who wish to opt out of, or wish to begin, householding may contact us through one of the methods provided below.

What should you do if you receive more than one copy of proxy materials?

If you received more than one copy of proxy materials, your shares are registered in more than one name or brokerage account. Please follow the voting instructions on each voting instruction card that you receive to ensure that all of your shares are voted.

How may you access our proxy materials over the Internet? You may access this proxy statement on the Investors page of our website at www.swseedco.com by clicking on "April 10, 2015 Special Meeting."

May the meeting be adjourned or postponed?

Under Nevada law, we are not required to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, unless the board fixes a new record date for the adjourned meeting or the meeting date is adjourned to a date more than 60 days later than the date set for the original meeting, in which case a new record date must be fixed and notice given. Accordingly, if we do not have sufficient votes for a quorum or to approve the Share Issuance Proposal, it our intention to make an announcement at the Special Meeting of a new date for an adjourned or postponed meeting that is within the 60-day period permitted under Nevada law. Thereafter, if required, the S&W Board will fix a new record date and a new meeting date.

What is the mailing address for S&W Seed Company's principal executive offices?

As of March 1, 2015, our new principal executive offices and our mailing address is 7108 North Fresno Street, Suite 380, Fresno, CA 93720. Any written requests for additional information, copies of these proxy materials or our Annual Report on Form 10-K for the fiscal year ended June 30, 2014, notices of stockholder proposals, recommendations for candidates to the board of directors, communications to the board of directors or any other communications should be sent to this address.

Will S&W Seed Company's auditors be at the Special Meeting?

Our auditors are M&K CPAS, PLLC. Representatives of M&K are not expected to be present at the Special Meeting and accordingly, will not make any statement nor will there be an opportunity to ask questions of a representative of M&K.

FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they never materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. The statements contained in this prospectus that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including but not limited to any projections of revenue, margins, expenses, tax provisions, earnings, cash flows and other financial items; any statements of the plans, strategies and objectives of management for future operations; any statements regarding our ability to raise capital in the future; any statements concerning expected development, performance or market acceptance relating to our products or services or our ability to expand our grower or customer bases; any statements regarding future economic conditions or performance; any statements of expectation or belief; any statements regarding our ability to retain key employees; and any statements of assumptions underlying any of the foregoing. These forward-looking statements are often identified by the use of words such as, but not limited to, "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "may," "will," "plan," "project," "seek," "should," "target," "will," "would," and similar expressions or variations intended to identify forward-looking statements. We have based these forward-looking statements on our current expectations about future events. Such forward-looking statements are subject to risks, uncertainties and other important factors that could cause actual results and the timing of certain events to differ materially from future results expressed or implied by such forward-looking statements. Risks, uncertainties and assumptions include the following:

- whether we are successful in securing sufficient acreage to support the growth of our alfalfa seed business,

- the continued ability of our distributors and suppliers to have access to sufficient liquidity to fund their operations;
- trends and other factors affecting our financial condition or results of operations from period to period;
- the impact of crop disease, severe weather conditions, such as flooding, or natural disasters, such as earthquakes, on crop quality and yields and on our ability to grow, procure or export our products;

- the availability of sufficient labor during peak growing and harvesting seasons;
- the impact of pricing of other crops that may be influence what crops our growers elect to plant;
- our plans for expansion of our business (including through acquisitions) and our ability to successfully integrate acquisitions into our operations;
- whether we are successful in aligning expense levels to revenue changes;
- whether we are successful in monetizing our stevia business;
- the cost and other implications of pending or future legislation or court decisions and pending or future accounting pronouncements; and
- other risks that are described herein including but not limited to the items discussed in "Risk Factors" below, and that are otherwise described or updated from time to time in our Commission reports, including our Registration Statement on Form S-3 filed on January 30, 2015 and any amendments or supplements thereto, our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K.

Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events.

INFORMATION ABOUT THE DUPONT PIONEER ALFALFA BUSINESS AND RELATED REQUIRED INFORMATION

DESCRIPTION OF THE PIONEER ALFALFA BUSINESS

Overview

Pioneer Hi-Bred International, Inc. ("DuPont Pioneer") is a subsidiary of E. I. de Nemours & Company. In our December 31, 2014 acquisition, we purchased from DuPont Pioneer alfalfa seed research and production assets, which we refer to herein as the "DuPont Pioneer Alfalfa Business." We did not acquire any of DuPont Pioneer's sales and distribution assets or rights to the DuPont Pioneer brand. Following the Acquisition, DuPont Pioneer continues its ongoing business, including sales of DuPont Pioneer-branded alfalfa seed through its sales representative and dealer network. DuPont Pioneer will purchase alfalfa seed from us under a long-term distribution agreement discussed below. See "The Acquisition." Except where the context implies to the contrary, the following narrative describes the DuPont Pioneer Alfalfa Business that we operate following the Acquisition and not the ongoing alfalfa operations of DuPont Pioneer since the date of the Acquisition.

DuPont Pioneer's dormant alfalfa seed is well suited for areas where winter hardiness is required and is bred to help meet growers' needs in specific geographies for disease and pest resistance, forage quality and yield. To maintain its leadership each year, DuPont Pioneer historically introduced (on average) two to three new alfalfa varieties to the market, with approximately 20 varieties offered at any one time.

The DuPont Pioneer Alfalfa Business primarily conducts its breeding program at a research and development facility in Arlington, Wisconsin and its seed processing at a facility in Nampa, Idaho. The DuPont Pioneer Alfalfa Business contracts with growers to produce seed in western growing areas in the United States and Canada.

Products and Technologies

The primary focus of the breeding program of the DuPont Pioneer Alfalfa Business is to provide alfalfa seed of thoroughly tested, stable and hardy varieties for growers in North America. These same varieties are also sold in other areas of the world. DuPont Pioneer breeders historically have focused on producing "muscle"

characteristics - high yield, winter-hardiness and reliability - which are the characteristics that matter most to its customers. In addition, DuPont Pioneer has bred for customers' alfalfa needs in specific geographies and end markets including disease and pest resistance, high forage quality, improved standability and delayed harvest windows. Since we expect to be the principal supplier of DuPont Pioneer's alfalfa seed requirements for the foreseeable future, we plan to continue the breeding program substantially as it has been operated by DuPont Pioneer, with a focus on addressing customers' needs in specific growing regions and customer requests for the inclusion of specific plant characteristics.

DuPont Pioneer also incorporated certain genetically modified organism (GMO) into its germplasm to satisfy grower demand for the highest level of genetics. The integration of these traits allowed DuPont Pioneer to offer a diverse product line with a selection of varieties to meet varying needs across geographies and end markets. We did not acquire DuPont Pioneer's GMO alfalfa germplasm or related assets in the Acquisition. However, we are providing DuPont Pioneer with contract research and production services related to certain of its GMO traited alfalfa germplasm and, subject to the satisfaction of certain conditions, we may acquire certain GMO alfalfa germplasm varieties and other related assets from DuPont Pioneer in a subsequent acquisition, which, if the parties agree to proceed and all applicable conditions are satisfied, will close on or before December 29, 2017.

Research and Development

The DuPont Pioneer Alfalfa Business focuses its breeding program on fall-dormant alfalfa seed.

Germplasm.

High reliability and diversity are key differentiators for DuPont Pioneer's alfalfa varieties. DuPont Pioneer's germplasm has been thoroughly tested over time, in a variety of environments and performs well in third party testing. The DuPont Pioneer Alfalfa Business has developed distinct lines of germplasm to meet a variety of customer needs including 'muscle' high-yield performance, leafhopper resistance, root rot resistance, nematode resistance for the West and improved standability. The DuPont Pioneer Alfalfa Business targets germplasm development toward growing regions in North America where winter-hardiness is required, with high regional emphasis on relevant disease and pest resistance traits. This targeted germplasm development is applicable to international markets with similar climates and growing regions.

Breeding Program.

The DuPont Pioneer alfalfa breeding program is based on classical plant breeding and focused on breeding for a broad set of high performance characteristics. The emphasis of the breeding program places emphasis on developing, selecting and characterizing potential parent plants for inclusion in synthetic varieties, typically synthesized with 50-100 parent plants and in selecting desirable characteristics based on phenotype and genotype. The program historically has created and put into testing 20-25 new synthetic varieties each year. The DuPont Pioneer employees who joined our company following the Acquisition will continue the work they were pursuing prior to the Acquisition.

Field Data.

DuPont Pioneer historically took new alfalfa product candidates through a rigorous review process involving both greenhouse and field trials. The DuPont Pioneer Alfalfa Business performs a significant portion of its field testing internally, while also working closely with leading universities and research institutions to collect field-level data on the performance of selected seed varieties. Historically, DuPont Pioneer typically collected a minimum of three years of field data prior to commercially launching a new variety to growers. The field data was used to prove the efficacy of varieties internally as well as for its salesforce to position in comparison to other available seed varieties in the market. We expect to continue following a similar rigorous field testing process.

Pipeline.

DuPont Pioneer historically introduced new seed varieties that it believed added value for the customer by having a measurable improvement in an agronomic trait that is key to alfalfa production or enhancing the efficiency of production, including yield, disease and pest resistance, forage quality and improved standability. On average, it required approximately six to 14 years to develop an improved seed variety for commercial launch. Once a product is launched, DuPont Pioneer's seed varieties typically have a five to nine year life in the market. Historically, the DuPont Pioneer alfalfa program has advanced approximately two to three new varieties to foundation seed production each year.

Facilities and Production

Research Facilities

. DuPont Pioneer's alfalfa research scientists who joined our company are located at a facility in Arlington, Wisconsin. The Arlington location is a comprehensive research facility with a total of over 16,000 square feet including almost 8,000 square feet of greenhouse facilities. Scientists located in Arlington utilize the facility's capabilities to develop products year-round. We acquired the Arlington facility as part of the Acquisition.

The DuPont Pioneer Alfalfa Business also has several alfalfa research associates developing specialty products for the western North American market at a DuPont Pioneer-owned research facility in Connell, Washington. As part of the Acquisition, we leased a portion of the Connell facility from DuPont Pioneer, and the research associates became our employees.

Production Facility

. The main alfalfa seed production facility for the DuPont Pioneer Alfalfa Business has over 80,000 square feet and is located in Nampa, Idaho. The Nampa facility conducts operations for field seed growing, conditioning, treatment and packaging, for foundation and commercial seed production for both conventional and traited alfalfa products. The Nampa facility has two commercial conditioning lines, a coating, treatment and packaging line and a full quality lab. We acquired the Nampa facility as part of the Acquisition, and in connection therewith, we have exclusive use of the coating lines, with its patented technology, for alfalfa conditioning.

Seed Production.

The DuPont Pioneer Alfalfa Business utilized a contract grower model to produce alfalfa seed, which is the production model we will continue to employ. The DuPont Pioneer Business contracts acres primarily in Idaho, California, eastern Oregon and Washington as well as other western states and Alberta, Canada. Locations historically were chosen based on the attractiveness of the growing conditions for intended varieties, including the amount of rain, average temperature and soil types. Typical grower contracts for alfalfa have a term of two years with the DuPont Pioneer Alfalfa Business having an option to extend for an additional year. We acquired existing growers contracts in connection with the Acquisition.

Distribution and Sales

DuPont Pioneer Distribution Channel.

The primary distribution channel for DuPont Pioneer's alfalfa seed has been through DuPont Pioneer's sales representatives and dealer network. We did not acquire any of DuPont Pioneer's sales and distribution assets or rights to the DuPont Pioneer brand in the Acquisition. Following the Acquisition, DuPont Pioneer is continuing to sell DuPont Pioneer-branded alfalfa seed through its sales representative and dealer network. Subject to certain exceptions, DuPont Pioneer will purchase alfalfa seed from us under a long-term distribution agreement discussed below.

End Customers.

Alfalfa seed is used for the production of dry baled hay, ensiled haylage and pasture. The key end markets for alfalfa are livestock, dairy and commercial hay producers.

Intellectual Property

The DuPont Pioneer Alfalfa Business DuPont Pioneer has six U.S. patented plant varieties and four other varieties in the patent application or prosecution process. We acquired these patents and applications as part of the Acquisition.

Regulation

We acquired certain of the DuPont Pioneer Alfalfa Business' Plant Variety Protection, or PVP registrations in the U.S. and international markets as part of the Acquisition. DuPont Pioneer historically submitted varieties to the Association

of Official Seed Certifying Agencies, or "AOSCA," for optional certification of products in the United States and required certification for international markets. In order to export seed, DuPont Pioneer followed procedures to grow and package traited seed for sensitive markets, as well as procedures for phytosanitary seed inspections, which procedures we will continue, as necessary for our operation of the DuPont Pioneer Alfalfa Business.

Legal Proceedings

There is no material outstanding litigation related to the DuPont Pioneer Alfalfa Business.

MARKET PRICE OF AND DIVIDENDS ON THE DUPONT PIONEER ALFALFA BUSINESS

The Dupont Pioneer Alfalfa Business was a portion of a product line and related assets of Pioneer Hi-Bred International, Inc. As such, it had no separately traded securities and no stockholders. Pioneer Hi-Bred International, Inc. is a wholly-owned subsidiary of E. I. du Pont de Nemours & Company and is not publicly traded.

CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND ACCOUNTING DISCLOSURE

The DuPont Pioneer Alfalfa Business has historically been treated as a product line of DuPont Pioneer. As such, it has never separately engaged auditors to audit or review financial statements. PricewaterhouseCoopers, LLP, the independent registered public accountants for DuPont, Pioneer's parent, was engaged by DuPont Pioneer solely for the purpose of auditing the Special Purpose Combined Statements of Assets to be Sold and Liabilities to be Assumed at September 30, 2014 and December 31, 2013 and Special Purpose Combined Statements of Revenues and Direct Expenses for the Nine Months Ended September 30, 2014 and the Years Ended December 31, 2013 and 2012 of the DuPont Pioneer Alfalfa Business (the "Special Purpose Combined Financial Statements") in connection with the Acquisition, as permitted by the Staff of the SEC by letter dated September 23, 2014. There were no changes in or disagreements with PricewaterhouseCoopers on accounting and accounting disclosure with respect to such Special Purpose Combined Financial Statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE DUPONT PIONEER ALFALFA BUSINESS

Explanatory Note

The following Management's Discussion and Analysis of the alfalfa seed research and development and production business (the "DuPont Pioneer Alfalfa Business") of DuPont Pioneer is presented in this proxy statement pursuant to Note A to Schedule 14A in connection with other information pertaining to the Acquisition. Until consummation of the Acquisition, the Alfalfa Business was a component of DuPont Pioneer rather than a separate subsidiary or division. As previously noted, the Acquisition was completed on December 31, 2014 with no stockholder approval requirement under either federal or state or NASDAQ rules or regulations and thus is not a matter to come before our stockholders at the Special Meeting.

At our request, by letter dated September 23, 2014, we were given permission by the Staff of the SEC to provide Special Purpose Combined Financial Statements in lieu of full financial statements presentation. The Special Purpose Combined Financial Statements are presented in this proxy statement beginning on page 22. These Special Purpose Combined Financial Statements were audited by PricewaterhouseCoopers LLP.

Since we closed the Acquisition on December 31, 2014, these Special Purpose Combined Financial Statements reflect financial information for a business that we did not operate until January 1, 2015. Accordingly, our ability to provide management's insight into the historical financial condition and historical results of operations of the DuPont Pioneer Alfalfa Business is necessarily limited and primarily will be of a prospective nature. We reiterate as though fully set forth the cautionary statements about reliance upon forward looking information that appear on page 14 of this proxy statement in connection with the discussion below.

Since the acquisition date was December 31, 2014, the only activity impacting our Consolidated Statements of Operations for the periods ended December 31, 2014 were transactions expenses, and our Consolidated Balance Sheet as of December 31, 2014 reflects the impact of the Acquisition.

Overview

The DuPont Pioneer Alfalfa Business began with germplasm improvement work performed by Arnold-Thomas which began in 1958 when the predecessor entity to DuPont Pioneer formed a joint venture with Arnold-Thomas for alfalfa germplasm development. The predecessor entity to DuPont Pioneer acquired Arnold-Thomas in 1975, and DuPont acquired the predecessor entity in 1999.

DuPont Pioneer's dormant alfalfa seed that was purchased in the Acquisition is well suited for areas where winter hardiness is required and has historically been bred to help meet growers' needs in specific geographies for disease and pest resistance, forage quality and yield. To maintain its leadership each year, DuPont Pioneer historically introduced (on average) two to three new alfalfa varieties to the market, with approximately 20 varieties offered at any one time.

The DuPont Pioneer Alfalfa Business primarily historically conducted and will continue to conduct its breeding program at a research and development facility in Arlington, Wisconsin and its seed processing at a facility in Nampa, Idaho. We acquired these operations as part of the Acquisition.

The DuPont Pioneer Alfalfa Business historically utilized and will continue to utilize a contract grower model to produce alfalfa seed. At the time of the Acquisition, the DuPont Pioneer Alfalfa Business contracted acres primarily in Idaho, California, eastern Oregon and Washington, and to a lesser extent, in other western states and Alberta, Canada. We acquired growers' contracts as part of the Acquisition.

The DuPont Pioneer Alfalfa Business historically distributed alfalfa seed through the DuPont Pioneer sales representative and dealer network to more than 20 countries on five continents. Following the Acquisition, subject to certain exceptions, DuPont Pioneer is continuing to sell DuPont Pioneer-branded alfalfa seed through its sales representative and dealer network, purchasing its alfalfa seed from us under a long-term distribution agreement that expires in September 2024. Our sales to DuPont Pioneer will be concentrated in a period that generally runs from December through May.

Revenues and Direct Expenses for the Years Ended December 31, 2012 and 2013 and for the Nine Months Ended September 30, 2014

Revenue increased by \$1,825,000, or 4%, for the year ended December 31, 2013 ("2013") compared to the year ended December 31, 2012 ("2012"). Revenue for the nine months ended September 30, 2014 (the "2014 Period") totaled \$40,861,000. The acquisition of the Alfalfa Business is expected to materially contribute to our revenue immediately. In January 2015, we received a prepayment from DuPont Pioneer of approximately \$22,000,000 for seed that will be sold later in our fiscal year ending June 30, 2015, with approximately an additional \$4,000,000 to be paid in April 2015. We expect to generate revenue of approximately \$26,000,000 from sales to DuPont Pioneer under the distribution and production agreements during our fiscal year ending June 30, 2015. We expect to generate revenue of approximately \$40,000,000 from sales to DuPont Pioneer under the distribution and production agreements during our 2016 fiscal year. In addition to sales under the DuPont Pioneer distribution agreement, under the terms of which we became DuPont Pioneer's sole source of its conventional (non-GMO) dormant alfalfa seed (subject to specified exceptions), we also expect demand from other customers in the dormant regions of the United States, Canada, Europe and parts of Asia who require high yield dormant alfalfa seed, although we expect DuPont Pioneer to be our largest customer for dormant seed. These additional potential sources of revenue will be dependent upon our ability to secure additional contract production.

Direct costs of revenues declined marginally in 2013 compared to 2012, from \$34,793,000 to \$34,415,000. Direct costs of revenue for the 2014 Period totaled \$31,724,000. Gross profit margins totaled 24% and 20% for 2013 and 2012, respectively. Gross profit margins totaled 22% for the 2014 Period.

Research and development expense increased marginally in 2013 compared to 2012, from \$1,607,000 in 2012 to \$1,648,000 in 2013. The research and development expense in the 2014 Period totaled \$1,287,000. We expect research and development expenses to increase by approximately \$1,700,000 per year (\$425,000 per quarter) in future periods as a result of the Acquisition, which included certain alfalfa research and development assets of DuPont Pioneer.

Total direct expenses were \$36,400,000 in 2012, \$36,063,000 in 2013 and \$33,011,000 for the 2014 Period. This item of expense expressly excludes costs not directly associated with producing the revenue from the Alfalfa Business (such as corporate, shared services and other indirect general & administrative costs) as well as interest income/expense and income taxes. Such additional items of expense, as well as depreciation expense and amortization expense, will be reflected in future periods in our consolidated financial statements.

Excess of revenue over direct expenses increased by approximately 22% between 2012 and 2013, from \$7,316,000 in 2012 to \$9,478,000 in 2013. The excess of revenue over direct expenses for the 2014 Period totaled \$7,850,000.

Material Changes in the Historical Results of Operations, Liquidity, Cash Flows and Financial Resources Related to the Alfalfa Business as Acquired by S&W

Beginning in the third quarter of fiscal 2015, we expect quarterly Selling, General, and Administrative expenses to increase approximately \$175,000 per quarter and depreciation expense and amortization expense to increase approximately \$125,000 and \$245,950, respectively, as compared to our historical results. Due to the limited nature of the financial statements that we were required to prepare for the Acquisition, we do not have sufficient financial information to provide the traditional analysis of the items set forth in the heading hereinabove. Thus, in lieu of such analysis, we have provided such qualitative information as we deem appropriate in light of the circumstances. Commencing with our Quarterly Report on Form 10-Q for the quarter ending March 31, 2015, traditional MD&A analysis of the Alfalfa Business will be presented in combination with the MD&A analysis regularly provided by us for our ongoing business.

The grower base acquired in recent Acquisition will be paid on a schedule similar to our historical North American grower base. The timing of collection of receivables from DuPont Pioneer is defined in the distribution agreement with DuPont Pioneer, and consists of three installment payments, one in each of our second, third and fourth fiscal quarters, respectively. As a result of the Acquisition, going forward we anticipate our working capital demands to be highest in second and third quarters due to the progressive payment schedule of our North American grower base.

FINANCIAL STATEMENTS OF
DUPONT PIONEER ALFALFA BUSINESS

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<p>Note with respect to the presentation of financial statements of DuPont Pioneer Alfalfa Business, the full financial statements specified in Rule 3-05 of Regulation S-X are not presented because the Alfalfa Business has never been accounted for as a separate entity, subsidiary or division of DuPont or Pioneer. Stand-alone financial statements related to the DuPont Pioneer Alfalfa Business have never been prepared as neither DuPont Pioneer's nor DuPont's financial system is designed to provide complete financial information of the DuPont Pioneer Alfalfa Business. Therefore, such full financial statements and other financial information could not be provided without unreasonable effort and expense.</p> <p>At our request, by letter dated September 23, 2014, we were given permission by the Staff of the SEC to provide Special Purpose Combined Financial Statements in lieu of full financial statements presentation. These Special Purpose Combined Financial Statements have been derived from the accounting records of DuPont Pioneer using its historical financial information and audited by PricewaterhouseCoopers LLP. DuPont Pioneer management has included allocations of certain warehousing overhead, distribution and selling costs that it believes are reasonable and appropriate. The Special Purpose Combined Financial Statements do not necessarily represent the assets to be sold or liabilities to be assumed or revenues and direct expenses as if the DuPont Pioneer Alfalfa Business had been operating as a separate, stand-alone entity during the periods presented.</p> <p>We believe that the omission of the full financial statements and other financial information for the Acquisition will not have a material impact on your understanding of the financial results and condition and related trends of our company following the Acquisition.</p> <p>PricewaterhouseCoopers LLP's awareness letter with respect to the inclusion of its report on the Special Purpose Combined Financial Statements in this proxy statement is attached as Exhibit A hereto.</p>	
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June 30, 2014

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DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

SPECIAL PURPOSE COMBINED FINANCIAL STATEMENTS

September 30, 2014 and December 31, 2013

Independent Auditor's Report

To the Management of
E. I. du Pont de Nemours and Company

We have audited the accompanying special purpose combined statements of the Alfalfa business of Pioneer Hi-Bred International, Inc., a wholly-owned subsidiary of E. I. du Pont de Nemours and Company, which comprise the combined statements of assets to be sold and liabilities to be assumed as of September 30, 2014 and December 31, 2013, and the related special purpose combined statements of revenues and direct expenses for the nine months ended September 30, 2014 and for each of the two years in the period ended December 31, 2013.

Management's Responsibility for the Special Purpose Combined Financial Statements

Management is responsible for the preparation and fair presentation of the special purpose combined financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of special purpose combined financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the special purpose combined financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the special purpose combined financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the special purpose combined financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the special purpose combined financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the special purpose combined financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the special purpose combined financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

PricewaterhouseCoopers LLP, Two Commerce Square, 2001 Market Street, Philadelphia, PA 19103
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Opinion

In our opinion, the special purpose combined financial statements referred to above present fairly, in all material respects, the assets to be sold and liabilities to be assumed of the Alfalfa business of Pioneer Hi-Bred International, Inc. at September 30, 2014 and December 31, 2013 and the revenues and direct expenses for the nine months ended September 30, 2014 and for each of the two years in the period ended December 31, 2013 in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

The accompanying special purpose combined financial statements were prepared for the purpose of complying with the rules and regulations of the Securities and Exchange Commission for inclusion in the Current Report on Form 8-K of S&W Seed Company, as described in Note 1, and are not intended to be a complete presentation of the financial position or results of operations of the Alfalfa business of Pioneer Hi-Bred International, Inc. Our opinion is not modified with respect to this matter.

/s/ PricewaterhouseCoopers LLP

January 19, 2015

DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

Special Purpose Combined Statements of Assets to be Sold and Liabilities to be Assumed
September 30, 2014 and December 31, 2013

(in thousands)

	September 30, 2014	December 31, 2013
Assets to be sold		
Current assets		
Inventories	\$ 18,586	\$ 15,956
Total current assets	18,586	15,956
Plant, property and equipment, net	3,123	2,935
Intangible assets, net	1,142	1,142
Total assets to be sold	22,851	20,033
Liabilities to be assumed		
Accrued grower compensation	15,248	7,072
Total liabilities to be assumed	15,248	7,072
Net assets acquired	\$ 7,603	\$ 12,961

The accompanying notes are integral to these special purpose combined financial statements.

DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

Special Purpose Combined Statements of Revenues and Direct Expenses

Nine-Months Ended September 30, 2014 and

Years Ended December 31, 2013 and 2012

(in thousands)

	Nine Months Ended September 30, 2014	Year Ended December 31, 2013	Year Ended December 31, 2012
Revenue	\$ 40,861	\$ 45,541	\$ 43,716
Direct expenses			
Direct costs of revenues	31,724	34,415	34,793
Research and development	1,287	1,648	1,607
Total direct expenses	33,011	36,063	36,400
Excess of revenues over direct expenses	\$ 7,850	\$ 9,478	\$ 7,316

The accompanying notes are integral to these special purpose combined financial statements.

DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

Notes to Special Purpose Combined Financial Statements

September 30, 2014 and December 31, 2013

(in thousands)

1. Description of Business and Basis of Presentation

Background and Description of Business

On December 19, 2014, Pioneer Hi-Bred International, Inc. ("Pioneer" or the "Company"), a wholly owned subsidiary of E. I. du Pont de Nemours and Company ("Parent"), entered into an asset purchase agreement with S&W Seed Company (the "Buyer" or "S&W") providing for the sale of assets of the alfalfa product line ("Alfalfa" or the "Business") of Pioneer. The sale was completed December 31, 2014 with a purchase price of \$44 million. Additionally, the agreement includes a potential earn-out payment of up to \$5 million based on sales of the acquired germplasm in the three year period following the closing.

Under the terms of the agreement between Pioneer and S&W ("the Asset Purchase Agreement"), the Buyer acquired assets which include the alfalfa current year work in process inventory and the related grower's compensation liability, germplasm, the Nampa, Idaho production facility and equipment and the Arlington, Wisconsin research facility and equipment. Alfalfa-related equipment from the Connell, Washington research facility is also included in the transaction. With the exception of the grower's compensation liability, no other liabilities, contingent or otherwise, were assumed by S&W.

Basis of Presentation

The Business has not been accounted for as a separate entity, subsidiary or division of Pioneer or its Parent. In addition, stand-alone financial statements related to the Business have never been prepared previously as the Parent's financial system is not designed to provide complete financial information of the Business. Therefore, it was not practical to provide the Buyer with full financial statements for the Business in accordance with Regulation S-X. Thus, special purpose combined statements of assets to be sold and liabilities to be assumed and statements of revenues and direct expenses (the "Special Purpose Combined Financial Statements") were prepared for the nine month period ended September 30, 2014, and for each of the two years ended December 31, 2013.

These Special Purpose Combined Financial Statements have been derived from the accounting records of Pioneer using its historical financial information. Management has included allocations of certain warehousing overhead, distribution and selling costs that it believes are reasonable and appropriate. The Special Purpose Combined Financial Statements do not necessarily represent the assets to be sold or liabilities to be assumed or revenues and direct expenses as if the Business had been operating as a separate, stand-alone entity during the periods presented. In addition, the Special Purpose Combined Financial Statements may not be indicative of the financial condition or results of operations of the Business going forward.

The Special Purpose Combined Financial Statements include the portion of Pioneer's subsidiaries involved in the Business, all of which are wholly owned by the Parent. All significant intercompany balances and transactions have been eliminated.

The financial information of Pioneer's foreign operations involved in the Business has been translated into U.S. dollars at the exchange rates as follows: (i) asset and liability accounts at end-of-period rates, and (ii) revenue and expense accounts at the average exchange rates in effect during the period.

DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

Notes to Special Purpose Combined Financial Statements

September 30, 2014 and December 31, 2013

(in thousands)

Under the Parent's centralized cash management approach, generally all cash, investment, derivative and debt balances are handled centrally by the Parent's treasury function, and accordingly are not presented in these Special Purpose Combined Financial Statements. Historically Pioneer has not maintained separate financial records for the Business and, as such, it is impracticable for the Business to identify operating or financing cash flows associated with the Business.

The net sales included in the accompanying special purpose combined statements of revenues and direct expenses represent net sales directly attributable to the Business. The costs and expenses included in the accompanying special purpose combined statements of revenues and direct expenses include direct and allocated costs and expenses directly related to the Business.

The special purpose combined statements of revenues and direct expenses do not include costs not directly associated with producing the revenues from the Business (such as corporate, shared services and other indirect general & administrative costs) as well as interest income/expense and income taxes.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of the Special Purpose Combined Financial Statements in accordance with United States ("U.S.") Generally Accepted Accounting Principles ("GAAP"), requires management to make estimates and assumptions that may affect the reported amounts of the assets sold, liabilities assumed, revenues, direct expenses and related disclosures during the reporting periods. Management bases its estimates on historical experience and various other assumptions it believes to be reasonable. Components of these Special Purpose Combined Financial Statements particularly subject to estimation include the allocation of shared warehouse overhead charges and certain distribution costs that have not historically been allocated down to the Business. Actual results may differ from management's assumptions.

Inventories

Inventory is valued at the lower of cost or market value on a first-in, first-out basis. Cost includes materials, field growing and harvesting costs, plant conditioning and packaging costs, and manufacturing overhead.

Property, Plant and Equipment (PP&E)

Property, plant and equipment is carried at cost and is depreciated using the straight-line method. Equipment and buildings are depreciated over useful lives ranging from 3 to 25 years and 10 to 35 years, respectively. When assets are surrendered, retired, sold or otherwise disposed of, their gross carrying values and related accumulated depreciation are removed from the accounts and included in determining gain or loss on such disposals.

Maintenance and repairs are charged to operating expenses; replacements and improvements are capitalized.

DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

Notes to Special Purpose Combined Financial Statements

September 30, 2014 and December 31, 2013

(in thousands)

Intangibles Assets and Impairment

Intangible assets

The Business' germplasm is the pool of genetic source material and body of knowledge gained from the development and delivery stage of plant breeding. The Company recognized germplasm as an indefinite lived intangible asset upon acquisition of the Company by DuPont. A portion of the Company's total germplasm was allocated to the Business. This intangible asset is expected to contribute to cash flows beyond the foreseeable future and there are no legal, regulatory, contractual, or other factors which limit its useful life.

Impairment

Indefinite-lived intangible assets are tested for impairment at least annually; however, these tests are performed more frequently when events or changes in circumstances indicate that the asset may be impaired. Impairment exists when carrying value exceeds fair value. The Company's fair value methodology is based on prices of similar assets or other valuation methodologies including discounted cash flow techniques.

There were no impairment losses recognized during the nine months ended September 30, 2014 and each of the two years ended December 31, 2013.

Accrued Grower Compensation

The Business contracts with growers (farmers) to produce commercial alfalfa seed using Pioneer germplasm (parent seed supplied by Pioneer). The growers are compensated for the number of pounds of alfalfa seed harvested that meets specific standards. This compensation is accrued for when the growers deliver the alfalfa seed to the Business.

Revenue Recognition

The Company recognizes revenue when the earnings process is complete. Revenue for product sales is recognized upon delivery, when title and risk of loss have been transferred, collectability is reasonably assured and pricing is fixed or determinable. Estimates are made for sales returns and other allowances based on the Business' experience. Amounts to be billed to customers for shipping and handling fees are included in net sales and costs incurred by the Business for the delivery of goods are classified as direct costs of revenues.

Direct Cost of Revenues

Direct cost of revenues includes direct variable and fixed production costs, inventory write-downs net of proceeds received for inventory discarded, as well as an allocation of costs associated with the Business' warehouse overhead charges and certain distribution and selling costs. The allocations were based upon a variety of measures such as inventory costs and square footage.

Research and Development

Research and development costs are expensed as incurred. Research and development expenses include costs (primarily consisting of employee costs, materials, contract services, research agreements, and other external spend) relating to the discovery and development of new products, enhancement of existing products and regulatory approval of new and existing products.

DuPont Pioneer Alfalfa Business

(A component of E. I. du Pont de Nemours and Company)

Notes to Special Purpose Combined Financial Statements

September 30, 2014 and December 31, 2013

(in thousands)

3. Property, Plant and Equipment

Property, plant and equipment consist of the following:

	September 30, 2014	December 31, 2013
Land	\$ 673	\$ 673
Buildings	2,017	1,896
Machinery and equipment	6,751	6,409
Total cost	9,441	8,978
Less: Accumulated depreciation	(6,318)	(6,043)
	\$ 3,123	\$ 2,935

Depreciation expense for property, plant and equipment for the nine months ended September 30, 2014 was \$216 and \$262 and \$247 for the years ended December 31, 2013 and 2012, respectively.

4. Subsequent Events

The Business has evaluated subsequent events after the balance sheet date through January 19, 2015, which is the date the Special Purpose Combined Financial Statements were available to be issued.

UNAUDITED PRO FORMA COMBINED FINANCIAL STATEMENTS

S&W Seed Company
Unaudited Pro Forma Combined Financial Statements

On December 31, 2014, S&W Seed Company ("the Company or S&W") purchased certain alfalfa research and production facility and conventional (non- GMO) alfalfa germplasm assets (and assumed certain related liabilities) of Pioneer Hi-Bred International, Inc. ("DuPont Pioneer") (the "Pioneer Acquisition").

The following unaudited pro forma combined financial information gives effect to the Pioneer Acquisition and is provided for informational purposes only. The unaudited pro forma combined financial information was based on and should be read in conjunction with the (i) historical consolidated financial statements of S&W included in its Annual Report on Form 10-K for the year ended June 30, 2014; (ii) the historical consolidated financial statements of S&W for the three months ended September 30, 2014 included in its Form 10-Q; (iii) and the audited special purpose combined financial statements of the DuPont Pioneer alfalfa business for the nine months ended September 30, 2014 and years ended December 31, 2013 and 2012, respectively.

The unaudited pro forma combined consolidated balance sheet as of September 30, 2014, and the unaudited pro forma combined statements of operations for the year ended June 30, 2014 and three months ended September 30, 2014, are presented herein. The unaudited pro forma combined balance sheet gives effect to the Pioneer Acquisition as if it had been completed on September 30, 2014, and combines the unaudited consolidated balance sheet of S&W and DuPont Pioneer's audited special purpose combined statement of assets to be sold and liabilities to be assumed. The unaudited pro forma combined statements of operations for the year ended June 30, 2014 and three months ended September 30, 2014 give effect to the Pioneer Acquisition as if it had occurred on July 1, 2013.

S&W's fiscal year ended June 30, 2014 and DuPont Pioneer's historical fiscal year was December 31, 2013. The unaudited pro forma combined statements of operations for the year ended June 30, 2014 were prepared using the historical statements of operations of S&W and the special purpose combined statement of revenues and direct expenses of DuPont Pioneer's alfalfa business for the nine months ended September 30, 2014 and year ended December 31, 2013. The DuPont Pioneer alfalfa business's audited results for the year ended December 31, 2013 were adjusted to exclude the six months ended June 30, 2013 and to include the six months ended June 30, 2014 to recast twelve months of operations ending June 30, 2014. The unaudited pro forma combined statements of operations for the three months ended September 30, 2014 were prepared using the historical statements of operations of S&W and DuPont Pioneer alfalfa business's special purpose combined statement of revenues and direct expenses for the nine months ended September 30, 2014. The DuPont Pioneer alfalfa business's audited results for the nine months ended September 30, 2014 were adjusted to exclude the six months ended June 30, 2014 to reflect three months of operations ending September 30, 2014.

The historical financial information has been adjusted to give effect to pro forma events that are directly attributable to the acquisitions, are factually supportable and are expected to have a continuing impact on the combined results. The unaudited pro forma combined financial information should be read in conjunction with the accompanying notes to the unaudited pro forma combined financial statements, and is not necessarily indicative of the combined results of operations or financial condition had the acquisitions been completed as of the dates indicated. In addition, the unaudited pro forma combined financial information does not purport to project the future results of operations or financial position of the combined company. The pro forma adjustments are based on preliminary estimates of the fair values of assets acquired and liabilities assumed and information available as of the date of this Current Report on Form 8-K/A. Actual results may differ from the amounts reflected in the unaudited pro forma combined financial

statements, and the differences may be material.

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S&W SEED COMPANY
(A NEVADA CORPORATION)
Unaudited Pro Forma Combined Balance Sheet
As of September 30, 2014

	Historical		Pro Forma Adjustments			Pro Forma Combined
	S&W Seed Company	Pioneer	Acquisition	Financing	Notes	
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	\$ 2,314,780	\$ -	\$ (27,762,112)	\$ 29,127,448	(a),(b),(g),(j)	\$ 3,680,116
Accounts receivable, net	21,492,373	-	-	-		21,492,373
Inventories, net	29,050,403	18,586,000	2,933,376	-	(c)	50,569,779
Prepaid expenses and other current assets	384,131	-	-	-		384,131
Deferred tax asset	1,293,747	-	-	-		1,293,747
TOTAL CURRENT ASSETS	54,535,434	18,586,000	(24,828,736)	29,127,448		77,420,146
Property, plant and equipment, net of accumulated depreciation	10,400,311	3,123,000	3,586,265	-	(d)	17,109,576
Goodwill	4,678,818	-	10,447,735	-	(e)	15,126,553
Other intangibles, net	13,633,946	1,142,000	20,901,000	-	(f)	35,676,946
Crop production costs, net	2,671,114	-	-	-		2,671,114
Deferred tax asset - long term	1,960,042	-	-	-		1,960,042
Debt issuance costs	-	-	-	1,726,543	(g)	1,726,543
Other asset - long term	359,507	-	-	-		359,507
TOTAL ASSETS	\$ 88,239,172	\$ 22,851,000	\$ 10,106,264	\$ 30,853,991		\$ 152,050,427
LIABILITIES AND STOCKHOLDERS' EQUITY						
CURRENT LIABILITIES						
Accounts payable	\$ 13,439,282	\$ 15,248,000	\$ 6,271,376	\$ -	(c)	\$ 34,958,658
Accounts payable - related parties	2,526,426	-	-	-		2,526,426
Accrued expenses and other current liabilities	462,697	-	-	-		462,697
Foreign exchange contract liabilities	65,768	-	-	-		65,768
Working capital lines of credit	17,334,726	-	-	-		17,334,726
Current portion of convertible notes	-	-	-	4,655,172	(g)	4,655,172
Current portion of long-term debt	212,606	-	-	-		212,606
TOTAL CURRENT LIABILITIES	34,041,505	15,248,000	6,271,376	4,655,172		60,216,053
Non-compete payment obligation, less current portion	150,000	-	-	-		150,000
Contingent consideration obligation	-	-	2,200,000	-	(h)	2,200,000
Long-term debt, less current portion	4,437,098	-	10,000,000	-	(i)	14,437,098
Convertible notes non-current, net of discount of \$4,862,000	-	-	-	17,482,828	(g)	17,482,828
Derivative warrant liabilities	-	-	-	4,862,000	(g)	4,862,000
Deferred tax liability - non-current	98,892	-	-	-		98,892
Other non-current liabilities	21,722	-	-	-		21,722
TOTAL LIABILITIES	38,749,217	15,248,000	18,471,376	27,000,000		99,468,593
STOCKHOLDERS' EQUITY						
Preferred stock, \$0.001 par value; 5,000,000 shares authorized;						
no shares issued and outstanding	-	-	-	-		-
Common stock, \$0.001 par value; 50,000,000 shares authorized;						
11,674,447 issued and 11,649,447 outstanding at September 30, 2014	11,675	-	-	1,294	(j)	12,969
Treasury stock, at cost, 25,000 shares at September 30, 2014	(134,196)	-	-	-		(134,196)
Additional paid-in capital	55,313,934	-	-	4,235,649	(j)	59,549,583
Retained earnings (deficit)	(2,690,659)	-	(762,112)	(382,952)	(b)	(3,835,723)
Other comprehensive loss	(3,010,799)	-	-	-		(3,010,799)
TOTAL STOCKHOLDERS' EQUITY	49,489,955	-	(762,112)	3,853,991		52,581,834
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 88,239,172	\$ 15,248,000	\$ 17,709,264	\$ 30,853,991		\$ 152,050,427
EQUITY						

S&W SEED COMPANY
(A NEVADA CORPORATION)
Unaudited Pro Forma Combined Statement of Operations
For the Three Months Ended September 30, 2014

	Historical		Pro Forma Adjustments			Pro Forma Combined
	S&W Seed Company	Pioneer	Acquisition	Financing	Notes	
Revenue	\$ 8,164,234	\$ 8,084,970	\$ (604,571)	\$ -	(k)	\$ 15,644,633
Cost of revenue	6,850,442	4,625,097	(589,473)	-	(l)	10,886,066
Gross profit	1,313,792	3,459,873	(15,098)	-		4,758,567
Operating expenses						
Selling, general and administrative expenses	1,788,425	-	175,000	-	(m)	1,963,425
Research and development expenses	223,359	456,424	-	-		679,783
Depreciation and amortization	319,759	-	370,950	-	(d),(f)	690,709
Total operating expenses	2,331,543	456,424	545,950	-		3,333,917
Income (loss) from operations	(1,017,751)	3,003,449	(561,048)	-		1,424,650
Other expense						
Foreign currency (gain) loss	47,741	-	-	-		47,741
Amortization of debt issuance costs	-	-	-	189,486	(g)	189,486
Accretion of debt discount	-	-	-	533,934	(g)	533,934
Interest on convertible notes	-	-	-	391,034	(g)	391,034
Other interest expense, net	246,650	-	75,000	-	(i)	321,650
Net income (loss) before income tax expense (benefit)	(1,312,142)	3,003,449	(636,048)	(1,114,454)		(59,195)
Income tax expense (benefit)	(437,827)	-	792,394	(374,457)	(n)	(19,890)
Net income (loss)	\$ (874,315)	\$ 3,003,449	\$ (1,428,442)	\$ (739,997)		\$ (39,305)
Net income (loss) per common share:						
Basic	\$ (0.08)					\$ (0.00)
Diluted	\$ (0.08)					\$ (0.00)
Weighted average number of common shares outstanding:						
Basic	11,625,115			1,294,000	(j)	12,919,115
Diluted	11,625,115			1,294,000	(j)	12,919,115

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S&W SEED COMPANY
(A NEVADA CORPORATION)
Unaudited Pro Forma Combined Statement of Operations
For the Year Ended June 30, 2014

	Historical		Pro Forma Adjustments			Pro Forma Combined
	S&W Seed Company	Pioneer	Acquisition	Financing	Notes	
Revenue	\$ 51,533,643	\$ 42,527,646	\$ (3,251,097)	\$ -	(k)	\$ 90,810,192
Cost of revenue	41,561,736	33,212,655	(3,539,870)	-	(l)	71,234,521
Gross profit	9,971,907	9,314,991	288,773	-		19,575,671
Operating expenses						
Selling, general and administrative expenses	6,815,576	-	700,000	-	(m)	7,515,576
Research and development expenses	840,578	1,646,415	-	-		2,486,993
Depreciation and amortization	1,265,739	-	1,483,800	-	(d),(f)	2,749,539
Total operating expenses	8,921,893	1,646,415	2,183,800	-		12,752,108
Income (loss) from operations	1,050,014	7,668,576	(1,895,027)	-		6,823,563
Other expense						
Gain on disposal of fixed assets	(11,921)	-	-	-		(11,921)
Foreign currency gain	(51,571)	-	-	-		(51,571)
Amortization of debt issuance costs	-	-	-	941,130	(g)	941,130
Accretion of debt discount	-	-	-	2,651,919	(g)	2,651,919
Interest on convertible notes	-	-	-	1,855,655	(g)	1,855,655
Other interest expense, net	653,290	-	300,000	-	(i)	953,290
Net income (loss) before income tax expense (benefit)	460,216	7,668,576	(2,195,027)	(5,448,704)		485,061
Income tax expense (benefit)	87,116	-	1,906,629	(1,830,765)	(n)	162,980
Net income (loss)	\$ 373,100	\$ 7,668,576	\$ (4,101,656)	\$ (3,617,939)		\$ 322,081
Net income per common share:						