

S&W Seed Co
Form SC 13G
January 09, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)*

S&W Seed Company

(Name of Issuer)

Common stock, par value \$0.001 per share

(Title of Class of Securities)

785135104

(CUSIP Number)

December 30, 2014

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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

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

CUSIP No.: 785135104

NAMES OF REPORTING PERSONS

Wolverine Asset Management, LLC

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS
(ENTITIES ONLY)

CHECK THE APPROPRIATE BOX IF A MEMBER OF
A GROUP

2 (a)
(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

5

SHARED VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

6 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

SOLE DISPOSITIVE POWER

7

SHARED DISPOSITIVE POWER

8 700,000 shares of common stock
Warrants to purchase 350,000 shares of common stock

AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

9

CHECK IF THE AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES (SEE
INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (9)

11

7.5%*

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

IA

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* Percentage calculated by dividing (i) the sum of (a) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer plus (b) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer by (ii) the sum of (a) 11,658,801 shares of common stock outstanding as of November 11, 2014, as reported in the Issuer's quarterly report on Form 10-Q filed November 12, 2014, plus (b) 1,294,000 shares of common stock issued and sold by the Issuer to MFP Partners, L.P. on December 30, 2014, plus (c) 700,000 shares of common stock receivable upon conversion of convertible debentures of the Issuer, plus (d) 350,000 shares of common stock receivable upon exercise of warrants issued by the Issuer.

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Wolverine Holdings, L.P.

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INSTRUCTIONS)

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HC

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NAMES OF REPORTING PERSONS

Wolverine Trading Partners, Inc.

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CITIZENSHIP OR PLACE OF ORGANIZATION

4 Illinois

SOLE VOTING POWER

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CO/HC

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NAMES OF REPORTING PERSONS

Christopher L. Gust

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CITIZENSHIP OR PLACE OF ORGANIZATION

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NAMES OF REPORTING PERSONS

Robert R. Bellick

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CUSIP No.: 785135104

NAME OF ISSUER:

ITEM 1(a).

S&W Seed Company

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

ITEM 1(b).

25552 South Butte Avenue
Five Points, CA 93624

NAME OF PERSON FILING:

Wolverine Asset Management, LLC

ITEM 2(a).

Wolverine Holdings, L.P.
Wolverine Trading Partners, Inc.
Christopher L. Gust
Robert R. Bellick

ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

ITEM 2(b).

c/o Wolverine Asset Management, LLC
175 West Jackson Blvd., Suite 340
Chicago, IL 60604

CITIZENSHIP:

Wolverine Asset Management, LLC – Illinois

ITEM 2(c).

Wolverine Holdings, L.P. – Illinois
Wolverine Trading Partners, Inc. – Illinois
Christopher L. Gust – US Citizen
Robert R. Bellick – US Citizen

TITLE OF CLASS OF SECURITIES:

ITEM 2(d).

Common stock, par value \$0.001 per share

CUSIP NUMBER:

ITEM 2(e).

785135104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);

- (e) An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
-

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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

- (a) As of the date of this filing, Wolverine Asset Management, LLC (“WAM”) is deemed to have voting and dispositive power over 1,050,000 shares of the common stock of S&W Seed Company (the “Issuer”). This amount consists of
 - (i) 700,000 shares of common stock receivable