



DIVISION OF  
CORPORATION FINANCE

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

Mail Stop 3561

August 9, 2017

Mark W. Wong  
Chief Executive Officer  
S&W Seed Company  
802 N. Douty Street  
Hanford, CA 93230

**Re: S&W Seed Company  
Registration Statement on Form S-3  
Filed August 4, 2017  
File No. 333-219726**

Dear Mr. Wong:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Sonia Bednarowski at (202) 551-3666 with any questions.

Sincerely,

/s/ Justin Dobbie

Justin Dobbie  
Legal Branch Chief  
Office of Transportation and Leisure

cc: Steven M. Przesmicki, Esq.  
Cooley LLP