

S&W Seed Co  
Form 4  
July 06, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WICKERSHAM GROVER T**

(Last) (First) (Middle)

**430 CAMBRIDGE AVENUE,  
SUITE 100**

(Street)

**PALO ALTO, CA 94306**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**S&W Seed Co [SANW]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/01/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/01/2016		M <sup>(1)</sup>	4,222 A \$ 0	197,262	D	
Common Stock					472,000	I	By limited partnership <sup>(2)</sup>
Common Stock					34,397	I	By trust <sup>(3)</sup>
Common Stock					51,022	I	By corporation <sup>(4)</sup>
					23,723	I	



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Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person was granted 80,000 RSUs that were previously reported on Table II of Form 4, and which was filed with the Securities and Exchange Commission on March 19, 2013.

(2) These shares are owned by Glenbrook Capital Limited Partnership. The reporting person owns 100% of the shares of this limited partnership's general partner, Glenbrook Capital Management ("GCM"). He disclaims beneficial ownership except to the extent of his pecuniary interest in the limited partnership. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purposes.

(3) The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person disclaims beneficial ownership of all of the securities owned by the Trust. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purposes.

(4) The reporting person owns 100% of the shares of the corporation, GCM. He disclaims beneficial ownership except to the extent of his pecuniary interest in the corporation. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

(5) The reporting person is the majority owner, executive officer and director of the corporation, RWL Management, Inc. He disclaims beneficial ownership except to the extent of his pecuniary interest in the corporation. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purposes.

(6) Each RSU is the economic equivalent of one share of S&W Seed Company common Stock. The closing price of SANW on July 1, 2016 was \$4.43.

(7) On March 16, 2013, the reporting person was granted 80,000 RSUs, of which 4,222 vested on July 1, 2016. The remaining unvested RSUs will continue to vest in 4 additional quarterly installments of 4,222 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 4,226 RSUs on October 1, 2017, subject to the reporting person's continued service with the Issuer through the vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Issuer elects to settle the RSUs in cash or a combination of shares and cash, at the Issuer's discretion.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.