

S&W Seed Co  
 Form 4  
 October 21, 2013

**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)  
 10/01/2013

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)  
 Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 10/01/2013                           |  | M <sup>(1)</sup>               | 4,222 A \$ 0  | 83,552  | D  |   |
| Common Stock                    |                                      |  |                                |   | 67,463  | D <sup>(2)</sup>   |   |
| Common Stock                    |                                      |  |                                |   | 24,397  | I  | By trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   | 51,022  | I  | By corporation <sup>(4)</sup>                         |
| Common Stock                    |                                      |  |                                |   | 23,723  | I  | By corporation  |

(5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
| Restricted Stock Units                     | (6)  | 10/01/2013                           |  | M                              | 4,222  | (7) (7)  | Common Stock  | 4,222   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                       |
|---|---------------|-----------|---------|-----------------------|
|   | Director      | 10% Owner | Officer | Other                 |
| WICKERSHAM GROVER T<br>430 CAMBRIDGE AVENUE, SUITE 100<br>PALO ALTO, CA 94306 | X             |           |         | Chairman of the Board |

## Signatures

Grover T. Wickersham 10/21/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person (1) was granted 80,000 RSUs that were previously reported on Table II of Form 4, and which were filed with the Securities and Exchange Commission on March 19, 2013.

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- (2) The 67,473 shares reported hereon are jointly owned by the reporting person and his spouse as community property.

The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person

- (3) disclaims beneficial ownership of all of the securities owned by the Trust. The inclusion of these shares in this report on his behalf 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.

The reporting person owns 75% of the shares of the corporation, and he is an executive officer and director of that corporation. He

- (5) disclaims beneficial ownership except to the extent of his pecuniary interest in the corporation. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

- (6) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on October 1, 2013 was \$7.76.

On March 13, 2013, the reporting person was granted 80,000 RSUs that will continue to vest in quarterly installments on the first day of each fiscal quarter through October 1, 2017, subject to the reporting person's continued service with the Company through the vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Company elects to settle the RSUs in cash or a combination of shares and cash, at the Company's discretion.

- (7)

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

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