

S&W Seed Co
 Form 4
 October 04, 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)
10/01/2016

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)
				(A) or (D) Price			
Common Stock	10/01/2016		M ⁽¹⁾	4,222 A \$ 0	201,484	D	
Common Stock					472,000	I	By limited partnership ⁽²⁾
Common Stock					34,397	I	By trust ⁽³⁾
Common Stock					51,022	I	By corporation ⁽⁴⁾
					23,723	I	

Common
Stock

By
corporation
(5)

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

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(9-02)

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 Acquired (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)	10/01/2016		M	4,222	(7) (7)	Common Stock	4,222

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WICKERSHAM GROVER T
430 CAMBRIDGE AVENUE, SUITE 100 X
PALO ALTO, CA 94306

Signatures

Grover T.
Wickersham 10/04/2016

**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).

(1)

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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) Owned directly by Glenbrook Capital Limited Partnership. The reporting person is a limited partner, and 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) Owned directly by The Lindsay Anne Wickersham 1999 Irrevocable Trust, a trust for the benefit of the reporting person's minor daughter (the "Trust"). The reporting person is the trustee of the Trust, and he 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) Owned directly by Glenbrook Capital Management ("GCM"). The reporting person is the sole owner of GCM and is one of four directors. 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) Shares are owned directly by RWL Management. The reporting person is the majority owner, an officer and one of two directors of the corporation. 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 an 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 September 30, 2016 (the last trading date before October 1, 2016, which fell on a weekend) was \$5.10.

- (7) On March 16, 2013, the reporting person was granted 80,000 RSUs, of which 4,222 vested on October 1, 2016. The remaining unvested RSUs will continue to vest in three 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.

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