

S&W Seed Co  
Form 4  
April 02, 2014

**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**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
**04/01/2014**

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

(Street)

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

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

(City) (State) (Zip)

**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, \$0.001 par value | 04/01/2014                           |  | M <sup>(1)</sup>               | 4,222 A \$ 0  | 91,996  | D  |   |
| Common Stock, \$0.001 par value |                                      |  |                                |   | 67,463  | D <sup>(2)</sup>   |   |
| Common Stock, \$0.001 par value |                                      |  |                                |   | 360,000   | I  | By limited partnership <sup>(3)</sup>                 |

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|                                 |        |   |                               |
|---------------------------------|--------|---|-------------------------------|
| Common Stock, \$0.001 par value | 24,397 | I | By trust <sup>(4)</sup>       |
| Common Stock, \$0.001 par value | 51,022 | I | By corporation <sup>(5)</sup> |
| Common Stock, \$0.001 par value | 23,723 | I | By corporation <sup>(6)</sup> |

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 Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| Restricted Stock Units                     | <u>(7)</u>   | 04/01/2014                           |  | M                              | 4,222   | <u>(8)</u> <u>(8)</u>                                    | Common Stock, \$0.001 par value                               | 4,222                        |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| WICKERSHAM GROVER T            |               |           | X       |       |

## Signatures

Grover T.

Wickersham

04/01/2014

\_\_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) 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) The 67,463 shares reported hereon are jointly owned by the reporting person and his spouse as community property.

(3) The reporting person owns 100% of the shares of this limited partnership's general partner.

(4) 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 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.

(5) The reporting person owns 100% of the shares of the corporation.

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

(7) Each RSU is the economic equivalent of one share of S&W Seed Company common stock.

(8) On March 16, 2013, the reporting person was granted 80,000 RSUs, of which 4,222 vested on April 1, 2014. The common stock into which such vested RSUs converted on April 1, 2014 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 13 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 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.

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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