

LISHMAN ROBERT W

Form 4

October 09, 2012

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LISHMAN ROBERT W

(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)  
10/04/2012

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
Common Stock, \$0.01 par value	10/04/2012		S	6,500 (1) D	\$ 7.75 1,891,105	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012		S	100 (1) D	\$ 7.76 1,891,005	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012		S	600 (1) D	\$ 7.77 1,890,405	I	By Yellowjacket, LP

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Common Stock, \$0.01 par value	10/04/2012	S	400 <u>(1)</u>	D	\$ 7.78	1,890,005	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	100 <u>(1)</u>	D	\$ 7.79	1,889,905	I	By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/04/2012	S	100 <u>(1)</u>	D	\$ 7.8	1,889,805	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	500 <u>(1)</u>	D	\$ 7.81	1,889,305	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	125 <u>(1)</u>	D	\$ 7.82	1,889,180	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	100 <u>(1)</u>	D	\$ 7.84	1,889,080	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	763 <u>(1)</u>	D	\$ 7.87	1,888,317	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/04/2012	S	1,700 <u>(1)</u>	D	\$ 7.89	1,886,617	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.5	1,886,017	I	By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.51	1,886,017	I	By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/05/2012	S	100 <u>(1)</u>	D	\$ 7.52	1,885,917	I	By Yellowjacket, LP
	10/05/2012	S	100 <u>(1)</u>	D	\$ 7.53	1,885,817	I	

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Common Stock, \$0.01 par value									By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.6	1,885,517	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.61	1,885,217	I		By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/05/2012	S	2,306 <u>(1)</u>	D	\$ 7.65	1,882,911	I		By Yellowjacket, LP
Common Stock, \$0.01 par valu	10/05/2012	S	5,870 <u>(1)</u>	D	\$ 7.75	1,877,041	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	100 <u>(1)</u>	D	\$ 7.755	1,876,941	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.76	1,876,641	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	2,900 <u>(1)</u>	D	\$ 7.77	1,873,741	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	200 <u>(1)</u>	D	\$ 7.78	1,873,541	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	300 <u>(1)</u>	D	\$ 7.8	1,873,241	I		By Yellowjacket, LP
Common Stock, \$0.01 par value	10/05/2012	S	200 <u>(1)</u>	D	\$ 7.82	1,873,041	I		By Yellowjacket, LP
						322	D		

Common  
Stock,  
\$0.01 par  
value

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

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SEC 1474  
(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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LISHMAN ROBERT W  
430 CAMBRIDGE AVENUE, SUITE 100  
PALO ALTO, CA 94306

X

## Signatures

Robert W.  
Lishman, Jr. 10/09/2012

\_\_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) The reporting person is the general partner of Yellowjacket, LP. As such, he is deemed to be the beneficial owner of the portfolio securities owned by the limited partnership. He disclaims beneficial ownership of the securities owned by the limited partnership except

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to the extent of his pecuniary interest, and 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 purpose.

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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