LISHMAN ROBERT W

Form 4

October 16, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * YELLOWJACKET, LP

> (First) (Middle)

430 CAMBRIDGE AVENUE,

SUITE 100

(Street)

2. Issuer Name and Ticker or Trading Symbol

S&W Seed Co [SANW]

3. Date of Earliest Transaction (Month/Day/Year)

10/15/2012

Filed(Month/Day/Year)

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

Person

PALO ALTO, CA 94306

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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 action(A) or Disposed of (D) (Instr. 3, 4 and 5) 8)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
G			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, \$0.01 par value	10/15/2012		S	335	D	\$8	1,667,761	D (1)	
Common Stock, \$0.01 par value	10/15/2012		S	673	D	\$ 8.03	1,667,088	D (1)	
Common Stock, \$0.01 par value	10/15/2012		S	19,283	D	\$ 8.05	1,647,805	D (1)	

Edgar Filing: LISHMAN ROBERT W - Form 4

Common

Stock, \$0.01 par

value

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

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

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exer Expiration D		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	(Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Relationships

Reporting Owners

Reporting Owner Name / Address						
. 9	Director	10% Owner	Officer	Other		
YELLOWJACKET, LP 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306		X				
LISHMAN ROBERT W 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306	X					
Signatures						
Robert W. Lishman, GP of Yellowjacket, LP	10/16/2012					
**Signature of Reporting Person		Date				
Robert W. Lishman	10/16/2012					
**Signature of Reporting Person		Date				

Reporting Owners 2

Edgar Filing: LISHMAN ROBERT W - Form 4

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).
 - This report is jointly filed by Yellowjacket, LP and Robert W. Lishman, Jr., the general partner of Yellowjacket, LP. The reported transactions were consummated by Yellowjacket, LP, which directly owns the securities that were sold. In his capacity as the sole general partner, Mr. Lishman is deemed to be the beneficial owner of the portfolio securities owned by the limited partnership. Accordingly, Mr.
- (1) Lishman is jointly reporting these transactions as the indirect beneficial owner of the securities directly owned by Yellowjacket LP. Mr. Lishman disclaims beneficial ownersip of these securities except to the extent of his pecuniary interest therein. 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.
- (2) Mr. Lishman directly owns the 322 shares reported as direct holdings. Yellowjacket, LP has no interest in these securities.

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.