S&W Seed Co Form 4 June 17, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005 Estimated average

Form 4 or Form 5 obligations **SECURITIES**

burden hours per response...

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

0.5

1(b).

(Last)

(Print or Type Responses)

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

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

S&W Seed Co [SANW]

(Check all applicable)

430 CAMBRIDGE AVENUE.

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

06/17/2013

Director 10% Owner Other (specify Officer (give title

SUITE 100

4. If Amendment, Date Original

Code V

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

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

below)

PALO ALTO, CA 94306

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 3. 6.

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (D) Price

(Instr. 3 and 4)

Common Stock,

06/17/2013 \$0.001 par

S 130,000 D

1,139,605 (1) D

value

Common

 $772^{(2)}$ D

Stock. \$0.00 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

SEC 1474 (9-02)

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displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ation Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities		(Instr.	3 and 4)		Owne	
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						· ·
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title Number			
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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

Yellowjacket, LP by Robert W. Lishman, General Partner	06/17/2013		
**Signature of Reporting Person	Date		
Robert W. Lishman	06/17/2013		
**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).

This report is jointly filed by Yellowjacket, LP and Robert W. Lishman Jr., the general partner of Yellowjacket, LP. The reported transaction was consummated by Yellowjacket, LP, which directly owns the securities that were sold. In his capacity as the sole general partner of Yellowjacket, LP, Mr. Lishman is deemed to be the beneficial owner of the portfolio securities owned by the limited

(1) partnership. Accordingly, Mr. Lishman is jointly reporting this transaction as the indirect beneficial owner of the securities directly owned by Yellowjacket, LP. Mr. Lishman disclaims beneficial ownership 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 purposes.

Reporting Owners 2

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(2) Mr. Lishman directly owns the 722 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.

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