

S&W Seed Co  
Form 4  
July 03, 2013

**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

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response... 0.5

(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)  
**07/01/2013**

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)

Chairman of the Board

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock,<br>\$0.001 par<br>value | 07/01/2013                              |   | M <sup>(1)</sup>                     | 8,222 A \$ 0   | 79,330   | D  |   |
| Common<br>Stock,<br>\$0.001 par<br>value |   |   |                                      |  | 67,463   | D <sup>(2)</sup>   |   |
| Common<br>Stock,<br>\$0.001 par<br>value |   |   |                                      |  | 24,397   | I  | By trust <sup>(3)</sup>   |

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|  |        |   |                          |
|--|--------|---|--------------------------|
| Common<br>Stock,<br>\$0.001 par<br>value | 51,022 | I | By<br>corporation<br>(4) |
| Common<br>Stock,<br>\$0.001 par<br>value | 23,723 | I | By<br>corporation<br>(5) |

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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. Pr<br>Deriv<br>Secu<br>(Instr |  |
|---|--|---|---|--------------------------------------|---|--|-----|---|--------------------|----------------------------------|--|
|   |  |   |   | Code                                 | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title                            | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | (6)  | 07/01/2013                              |   | M                                    |   | 8,222  |     | (7)   | (7)                | Common<br>Stock                  | 8,222                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| WICKERSHAM GROVER T<br>430 CAMBRIDGE AVENUE, SUITE 100<br>PALO ALTO, CA 94306 | X Chairman of the Board          |

## Signatures

Grover T.  
Wickersham 07/03/2013

\*\*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).

Represents the conversion upon vesting of restricted stock units into common stock. On March 16, 2013, the reporting person was granted

(1) 80,000 restricted stock units, of which 8,222 vested on July 1, 2013. Such restricted stock units were previously reported on Table II of Form 4 filed with the Securities and Exchange Commission on March 19, 2013.

(2) The shares reported herein are jointly owned by the reporting person and his spouse, as community property.

The reporting person is the trustee of his daughter's trust. The reporting person disclaims beneficial ownership of all of the securities

(3) 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 all of the reported shares for purposes of Section 16 or for any other purposes.

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

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

(5) 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 purposes.

(6) Each restricted stock unit is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on July 1, 2013 was \$8.02.

On March 16, 2013, the reporting person was granted 80,000 restricted stock units, of which 8,222 vested on July 1, 2013. Unvested RSUs will continue to vest in 17 equal installments of 4,222 RSUs on the first day of each fiscal quarter, and the 18th installment will

(7) vest an aggregate of 4,226 RSUs on the final vesting date of October 1, 2017, subject to the reporting person's continued service with the issuer through each 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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