S&W Seed Co Form 4 March 02, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

See Instruction 1(b).

SECURITIES

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Harvey Mark James

(First) (Middle)

33 BROWNHILL CREEK ROAD

(Street)

MITCHAM, C3 5062

2. Issuer Name and Ticker or Trading

Symbol

S&W Seed Co [SANW]

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

02/29/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Chairman of the Board

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Indirect (I) Following Reported (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

Amount (D) Price

By Common $X^{(1)}$ 02/29/2016 24.096 A I 212,096 retirement 4 15 Stock fund (2)

Common 3,336 D Stock

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: S&W Seed Co - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Subscription Rights (right to buy)	\$ 4.15	02/29/2016		X <u>(1)</u>	24,096	01/25/2016	02/22/2016	Common Stock	24,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Harvey Mark James

33 BROWNHILL CREEK ROAD X Chairman of the Board

MITCHAM, C3 5062

Signatures

Mark J. Harvey 03/02/2016

**Signature of 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).
- In connection with the issuer's registered rights offering, the reporting person, as trustee of The Harvey Superannuation Fund, purchased (1) 24,096 shares of common stock through the exercise of nontransferable basic and over-subscription rights to purchase the issuer's
- (2) These shares are owned directly by The Harvey Superannuation Fund, a retirement fund of which the Reporting Person is a trustee and beneficiary.

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.

Reporting Owners 2