

S&W Seed Co  
Form 4  
April 05, 2016

**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 \*  
Jury Dennis Charles

(Last) (First) (Middle)

5 LOCHNESS AVENUE

(Street)

TORRENS PARK, C3 5062

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
S&W Seed Co [SANW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2016

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)

Exec VP Operations & COO

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 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	04/01/2016		M <sup>(1)</sup>	643 A \$ 0	1,286	D	
Common Stock					88,000	I	By Trust <sup>(2)</sup>
Common Stock					138,218	I	By Retirement Fund <sup>(3)</sup>

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)

**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 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. 3)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(4)	04/01/2016		M	643	(5)	(5)	Common Stock	643	\$ 0

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jury Dennis Charles 5 LOCHNESS AVENUE TORRENS PARK, C3 5062	Exec VP Operations & COO

## Signatures

Dennis C. Jury 04/05/2016  
 \*\*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 ("RSUs") into common stock. On July 15, 2015, the reporting person was
- (1) granted 8,333 RSUs that were previously reported on Table II of Form 4, which report was filed with the Securities and Exchange Commission (the "SEC") on July 17, 2015.
  - (2) These shares are owned directly by The Jury Bain Family Trust, of which the reporting person is a joint trustee with his spouse and is a beneficiary.
  - (3) These shares are owned directly by Jury Bain Superannuation Fund, a retirement fund of which the reporting person is a beneficiary.
  - (4) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on April 1, 2016 was \$4.21.
  - (5)

## Edgar Filing: S&W Seed Co - Form 4

On July 15, 2015, the reporting person was granted 8,333 RSUs, of which 643 vested on April 1, 2016. The common stock into which such vested RSUs converted on April 1, 2016 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 8 additional quarterly installments of 643 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 653 RSUs on July 1, 2018, subject to the reporting person's continued service with the Issuer through the respective vesting dates. 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.

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.