

S&W Seed Co
Form 4
October 07, 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
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(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)

10/05/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

EVP Operations and COO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
			Code	V	Amount	(D)	Price

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

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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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/05/2016	A	3,200			<u>(2)</u>		<u>(2)</u>		Common Stock	3,200
Employee Stock Option (right to buy)	\$ 4.86	10/05/2016	A	7,738			01/01/2017 ⁽⁴⁾		10/05/2026		Common Stock	7,738

Reporting Owners

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

Signatures

Dennis C. Jury 10/07/2016

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).
- (1) Each restricted stock unit ("RSU") represents the contingent right to receive one share of common stock upon vesting of the unit. The closing price of the Issuer's common stock on the date of this RSU was \$4.86.
- The RSUs vest quarterly over three years on the first day of each fiscal quarter, commencing on January 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter through and including October 1, 2019, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 266 RSUs, and the 12th installment will vest an aggregate of 274 RSUs. 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, in the Issuer's sole discretion.
- (3) The RSUs and options were granted pursuant to the Issuer's Amended and Restated 2009 Equity Incentive Plan.
- The options vest in 12 quarterly installments over three years, commencing on January 1, 2017 and continuing thereafter on the first day of each succeeding fiscal quarter to and including October 1, 2019, subject to continued service with the Issuer on each respective vesting date. Of the quarterly vesting installments, 11 will vest an aggregate of 644 options, and the 12th installment will vest an aggregate of 654 options.
- (4)

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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