

S&W Seed Co
Form 4
February 24, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(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)
02/23/2015

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/23/2015		P		12,000	A	\$ 4.9
Common Stock							372,000
Common Stock							172,125
Common Stock							24,397
Common Stock							51,022
Common Stock							23,723
							By limited partnership (1)
							By trust (2)
							By corporation (3)

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interest in the limited partnership. 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 purpose.

- The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person
- (2) disclaims beneficial ownership of all of the securities 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 the reported shares for purposes of Section 16 or for any other purpose.

- See footnote (1). These shares are owned directly by GCM. The reporting person disclaims beneficial ownership of the shares GCM
- (3) beneficially owns except to the extent of his pecuniary interest. 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 purpose.

- The reporting person owns 75% of Wickersham Law Group, the corporation that owns the reported shares. He disclaims beneficial
- (4) 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 purpose.

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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