

S&W Seed Co
Form 4
March 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 AOT, 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)
02/29/2016

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---------------------------------------|
| Common Stock | 02/29/2016 | | X ⁽¹⁾ | 10,000 A | \$ 4.15 34,397 | I | By trust ⁽³⁾ |
| Common Stock | 02/29/2016 | | X ⁽²⁾ | 50,000 A | \$ 4.15 472,000 | I | By limited partnership ⁽⁴⁾ |
| Common Stock | | | | | 189,040 | D | |
| Common Stock | | | | | 51,022 | I | By corporation ⁽⁵⁾ |
| | | | | | 23,723 | I | |

Common
Stock

By
corporation
(6)

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 (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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Subscription Rights (right to buy) | \$ 4.15 | 02/29/2016 | | X ⁽¹⁾ | 10,000 | 01/25/2016 02/22/2016 | Common Stock | 10,000 |
| Subscription Rights (right to buy) | \$ 4.15 | 02/29/2016 | | X ⁽²⁾ | 50,000 | 01/25/2016 02/22/2016 | Common Stock | 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WICKERSHAM GROVER T 430 CAMBRIDGE AVENUE, SUITE 100 PALO AOT, CA 94306 | X | | | |

Signatures

Grover T.
Wickersham 03/02/2016

**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).

In connection with the issuer's registered rights offering, the reporting person, as the trustee of The Lindsay Anne Wickersham 1999

(1) Irrevocable Trust, purchased 10,000 shares of common stock through the exercise of nontransferable basic and over-subscription rights to purchase the issuer's common stock. *See* footnote (3).

Glenbrook Capital Limited Partnership, a fund in which the reporting person is the owner of the corporate general partner, purchased

(2) 50,000 shares through the exercise of nontransferable basic and over-subscription rights to purchase the issuer's common stock. *See* footnotes (4) and (5).

The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person

(3) disclaims beneficial ownership of all of the securities owned by the Trust. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purposes.

The reporting person owns 100% of the shares of this limited partnership's general partner. He disclaims beneficial ownership except to

(4) the extent of his pecuniary interest in the limited partnership. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

The reporting person owns 100% of the shares of this corporation. He disclaims beneficial ownership except to the extent of his pecuniary

(5) interest in the corporation. The inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purposes.

The reporting person owns 75% of the shares of the corporation and is an executive officer and director thereof. He disclaims beneficial

(6) ownership except to the extent of his pecuniary interest in the corporation. The inclusion of these shares in this report 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.

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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