

S&W Seed Co
Form 4/A
May 02, 2016

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 *
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)
04/29/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
05/02/2016

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/29/2016 | | M | | 5,834 | A | \$ 3.95 |
| Common Stock | | | | | 233,338 | (1) (2) I | |

By retirement fund (3)

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (right to buy) | \$ 3.95 | 04/29/2016 | | M | 5,834 | ⁽⁴⁾ 12/11/2024 | Common Stock | 5,834 |

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 05/02/2016

**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).

Subsequent to April 29, 2016, the reporting person transferred these shares to the Jury Bain Superannuation Fund, a retirement fund of which the reporting person is a beneficiary. Following that transfer, the reporting person holds 0 shares directly, and the 233,338 share

- (1) total held by the Superannuation Fund, as reported on the following line of Table I as indirectly owned, includes these 7,120 shares previously owned directly by the reporting person, as well as the transfer of 88,000 shares previously held indirectly through the reporting person's family trust.
- (2) Corrects a mathematical error in the original Form 4 filed May 2, 2016.
- (3) These shares are owned directly by the Jury Bain Superannuation Fund.

- (4) Options granted on December 11, 2014 vest in 12 quarterly installments over three years, which vesting began on April 1, 2015 and will continue on the first day of each succeeding fiscal quarter (July 1, October 1, January 1 and April 1) through and including January 1, 2018.

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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