S&W Seed Co Form 4 March 21, 2014

## 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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WICKERSHAM GROVER T			2. Issuer Name and Ticker or Trading Symbol S&W Seed Co [SANW]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/21/2014				(Check all applicable)  _X_ Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original  Filed(Month/Day/Year)  6. Individual or Joint/Group Filing  Applicable Line)  _X_ Form filed by One Reporting Polymerson  Form filed by More than One Reporting Polymerson				Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	Securi	ties Acq	uired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	3. Transactic Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4)	osed o	of (D)	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, \$0.001 par value	03/21/2014			P	150,000	A	\$ 6.87	360,000	I	By limited parntership (1)
Common Stock, \$0.001 par value								87,774	D	
Common Stock, \$0.001 par value								67,463	D (2)	

**OMB APPROVAL** 

Estimated average

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January 31,

2005

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

Common Stock, \$0.001 par value	24,397	I	By trust (3)
Common Stock, \$0.001 par value	51,022	I	By corporation (4)
Common Stock, \$0.001 par value	23,723	I	By corporation (5)

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 displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
WICKERSHAM GROVER T							

X

Reporting Owners 2

### **Signatures**

Grover T.

Wickersham 03/21/2014

\*\*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) The reporting person owns 100% of the shares of this limited partnership's general partner.
- (2) The 67,463 shares reported hereon are jointly owned by the reporting person and his spouse as community property.
- The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person 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 any of the reported shares for purposes of Section 16 or for any other purposes.
- (4) The reporting person owns 100% of the shares of the corporation.
  - The reporting person owns 75% of the shares of the corporation, and he is an executive officer and director of that corporation. He disclaims beneficial 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. 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.

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