

S&W Seed Co
Form 4
October 04, 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 *
Harvey Mark James

(Last) (First) (Middle)
PARA WATTA, 60 MILAN
TERRACE
(Street)

STIRLING, 5152, C3

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
S&W Seed Co [SANW]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2016

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)
Chairman of the Board

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/01/2016 | | M ⁽¹⁾ | 772 A \$ 0 | 7,782 ⁽²⁾ | D | |
| Common Stock | 10/01/2016 | | M ⁽³⁾ | 1,065 A \$ 0 | 8,847 | D | |
| Common Stock | | | | | 212,096 | I | By retirement fund ⁽⁴⁾ |

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

SEC 1474 (9-02)

displays a currently valid OMB control number.

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 (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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | (5) | 10/01/2016 | | M | 772 | (6) | (6) | Common Stock | 772 |
| Restricted Stock Units | (5) | 10/01/2016 | | M | 1,065 | (7) | (7) | Common Stock | 1,065 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harvey Mark James PARA WATTA 60 MILAN TERRACE STIRLING,5152, C3 | X | | Chairman of the Board | |

Signatures

Mark J. Harvey 10/04/2016
 **Signature of Date
 Reporting Person

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) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On July 15, 2015, the reporting person was granted 10,000 RSUs that were previously reported on Table II of Form 4, which report was filed with the Securities and Exchange Commission ("SEC") on July 17, 2015.
 - (2) Corrects the total number of shares directly owned, resulting from a one-share error reported on the reporting person's Form 4 filed April 5, 2016.
 - (3)

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Represents the conversion upon vesting of RSUs into common stock. On December 11, 2015, the reporting person was granted 4,259 RSUs that were previously reported on Table II of Form 4, which report was filed with the SEC on December 15, 2015.

- (4) These shares are owned directly by The Harvey Superannuation Fund, a retirement fund of which the reporting person is a beneficiary.
- (5) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on September 30, 2016 (the last trading date before the October 1, 2016 vesting date, which fell on a weekend) was \$5.10.

- (6) On July 15, 2015, the reporting person was granted 100,000 RSUs of which 772 vested on October 1, 2016. The common stock into which such vested RSUs converted on October 1, 2016 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in six additional quarterly installments of 772 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 780 RSUs on July 1, 2018, subject to the reporting person's continued service with the Issuer through the respective vesting dates. 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, at the Issuer's discretion.

- (7) On December 11, 2015, the reporting person was granted 4,259 RSUs, of which 1,065 vested on October 1, 2016. The common stock into which such vested RSUs converted on October 1, 2016 is reported on Table I of this Form 4. 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, at the Issuer's discretion.

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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