

S&W Seed Co
Form 4
March 18, 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)
03/16/2015

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 | 03/16/2015 | | S ⁽¹⁾ | 50,000 D \$ 4.41 | 172,125 | D | |
| Common Stock | 03/16/2015 | | P ⁽¹⁾ | 50,000 A \$ 4.41 | 422,000 | I | By limited partnership ⁽²⁾ |
| Common Stock | | | | | 24,397 | I | By trust ⁽³⁾ |
| Common Stock | | | | | 51,022 | I | By corporation ⁽⁴⁾ |
| | | | | | 23,723 | I | |

Common
Stock

By
corporation
(5)

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

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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
430 CAMBRIDGE AVENUE, SUITE 100 X
PALO ALTO, CA 94306

Signatures

Grover T.
Wickersham 03/18/2015

__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) In a private transaction, the reporting person contributed shares to the limited partnership of which he may be deemed an indirect owner in exchange for an increased limited partnership interest. The result of this transaction was that the aggregate number of shares (both direct and indirect) remained unchanged but the contribution of shares resulted in a decrease in shares directly owned by the reporting person and an increase in the shares owned by the limited partnership, which may be deemed to be an increase in the shares indirectly

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owned by the reporting person. See footnote (2).

- (2) The reporting person owns 100% of the shares of Glenbrook Capital Management ("GCM"), the corporate general partner of Glenbrook Capital Limited Partnership ("GBLP"). As the general partner, GCM could be deemed to be the beneficial owner of the portfolio securities owned by GBLP, and the reporting person could be deemed to be the beneficial owner of GCM's shares. The reporting person disclaims beneficial ownership of the shares owned by GBLP except to the extent of his pecuniary 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.

- (3) 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 any 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 all of the reported shares for purposes of Section 16 or for any other purpose.

- (4) See footnote (2). The reporting person disclaims beneficial ownership of the shares owned by GCM 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.

- (5) The reporting person owns a majority of the shares of Wickersham Law Group, the corporation that owns the reported shares. He disclaims beneficial ownership except to the extent of his pecuniary interest. The inclusion of these shares in this report on his behalf shall not be 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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