

S&W Seed Co  
Form 4  
January 04, 2017

**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 S.A., C3 5152

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/01/2017

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	01/01/2017		M <sup>(1)</sup>	772 A \$0	9,619	D	
Common Stock					212,096	I	By retirement fund <sup>(2)</sup>

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. Price of Derivative Security (Instr. 5)
Restricted Stock Units	(3)	01/01/2017		M	772	(4) (4)	Common Stock 772	\$ 0

## Reporting Owners

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

## Signatures

Mark J. Harvey                      01/04/2017  
 \*\*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).  
 Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On July 15, 2015, the reporting person was
  - (1) granted 10,000 RSUs that were previously reported on Table II of Form 4, which report was filed with the Securities and Exchange Commission on July 17, 2015.
  - (2) These shares are owned directly by The Harvey Superannuation Fund, a retirement fund of which the reporting person is a beneficiary.
  - (3) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on December 30, 2016 (the last trading day before the January 1, 2017 vesting date, which fell on a weekend) was \$4.60.  
 On July 15, 2015, the reporting person was granted 10,000 RSUs, of which 772 vested on January 1, 2017. The common stock into which such vested RSUs converted on January 1, 2017 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in quarterly installments on the first day of each fiscal quarter through and including July 1, 2018, subject to the reporting person's continued service with the Issuer on each respective vesting date.

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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