

S&W Seed Co
Form 4
October 09, 2012

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YELLOWJACKET, LP

(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)

10/04/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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, \$0.01 par value	10/04/2012		S		6,500	D \$ 7.75	1,891,105 D
Common Stock, \$0.01 par value	10/04/2012		S		100	D \$ 7.76	1,891,105 D
Common Stock, \$0.01 par value	10/04/2012		S		600	D \$ 7.77	1,890,405 D

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Common Stock, \$0.01 par value	10/04/2012	S	400	D	\$ 7.78	1,890,005	D
Common Stock, \$0.01 par value	10/04/2012	S	100	D	\$ 7.79	1,889,905	D
Common Stock, \$0.01 par value	10/04/2012	S	100	D	\$ 7.8	1,889,805	D
Common Stock, \$0.01 par value	10/04/2012	S	500	D	\$ 7.81	1,889,305	D
Common Stock, \$0.01 par value	10/04/2012	S	125	D	\$ 7.82	1,889,180	D
Common Stock, \$0.01 par value	10/04/2012	S	100	D	\$ 7.84	1,889,080	D
Common Stock, \$0.01 par value	10/04/2012	S	763	D	\$ 7.87	1,888,317	D
Common Stock, \$0.01 par value	10/04/2012	S	1,700	D	\$ 7.89	1,886,617	D
Common Stock, \$0.01 par value	10/05/2012	S	300	D	\$ 7.5	1,886,317	D
Common Stock, \$0.01 par value	10/05/2012	S	300	D	\$ 7.51	1,886,017	D
Common Stock, \$0.01 par value	10/05/2012	S	100	D	\$ 7.52	1,885,917	D
	10/05/2012	S	100	D	\$ 7.53	1,885,817	D

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Common Stock, \$0.01 par value							
Common Stock, \$0.01 par valu	10/05/2012	S	300	D	\$ 7.6	1,885,517	D
Common Stock, \$0.01 par value	10/05/2012	S	300	D	\$ 7.61	1,885,217	D
Common Stock, \$0.01 par value	10/05/2012	S	2,306	D	\$ 7.65	1,882,911	D
Common Stock, \$0.01 par value	10/05/2012	S	5,870	D	\$ 7.75	1,877,041	D
Common Stock, \$0.01 par value	10/05/2012	S	100	D	\$ 7.755	1,876,941	D
Common Stock, \$0.01 par value	10/05/2012	S	300	D	\$ 7.76	1,876,641	D
Common Stock, \$0.01 par value	10/05/2012	S	2,900	D	\$ 7.77	1,873,741	D
Common Stock, \$0.01 par value	10/05/2012	S	200	D	\$ 7.78	1,873,541	D
Common Stock, \$0.01 par value	10/05/2012	S	300	D	\$ 7.8	1,873,241	D
Common Stock, \$0.01 par value	10/05/2012	S	200	D	\$ 7.82	1,873,041	D

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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 Report Transaction (Instr. 6)
				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

YELLOWJACKET, LP
430 CAMBRIDGE AVENUE, SUITE 100
PALO ALTO, CA 94306

X

Signatures

Robert W. Lishman, Jr., General
Partner

10/09/2012

__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).

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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