

S&W Seed Co  
Form 4  
April 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 \*  
Jury Dennis Charles

(Last) (First) (Middle)  
5 LOCHNESS AVENUE  
(Street)

TORRENS PARK SA, C3 5062

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
04/01/2017

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)

EVP Operations and COO

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                    | 04/01/2017                           |  | M <sup>(1)</sup>               |   | 643   | A  | \$ 0  |
| Common Stock                    | 04/01/2017                           |  | M <sup>(2)</sup>               |   | 266   | A  | \$ 0  |
| Common Stock                    | 04/03/2017                           |  | S <sup>(3)</sup>               |   | 1,500   | D  | \$ 4.9667   |
|                                 |                                      |  |                                |   |   |  | (4)   |
|                                 |                                      |  |                                |   |   |  | 227,338   |
|                                 |                                      |  |                                |   |   | I  |   |
|                                 |                                      |  |                                |   |   |  | By Retirement Fund <sup>(5)</sup>                     |

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 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 or Value of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (6)  | 04/01/2017                           |  | M                              | 643   | (7) (7)  | Common Stock  | 643 \$ 0  |
| Restricted Stock Units                     | (6)  | 04/01/2017                           |  | M                              | 266   | (8) (8)  | Common Stock  | 266 \$ 0  |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Jury Dennis Charles<br>5 LOCHNESS AVENUE<br>TORRENS PARK SA, C3 5062 |               |           | EVP Operations and COO |       |

## Signatures

Dennis C. Jury                      04/04/2017  
 \*\*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).
- (1) Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On July 15, 2015, the reporting person was granted 8,333 RSUs that were previously reported on Table II of Form 4, which report was filed with the Securities and Exchange Commission (the "SEC") on July 17, 2015.
- (2) Represents the conversion upon vesting of RSUs into common stock. On October 5, 2016, the reporting person was granted 3,200 RSUs that were previously reported on Table II of Form 4, which report was filed with the SEC on October 7, 2016.
- (3) The sales reported on this Form 4 were made pursuant to a Rule 10b5-1 trading plan established by the reporting person.

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

- (4) This transaction was executed in multiple trades at prices ranging from \$4.95 to \$5.00. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request of the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price for all transactions reported on this Form 4.
- (5) These shares are owned directly by the Jury Bain Superannuation Fund, a retirement fund of which the reporting person is a beneficiary.
- (6) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on March 31, 2017 (the last trading day before April 1, 2017, which fell on a weekend) was \$4.95.
- (7) On July 15, 2015, the reporting person was granted 8,333 RSUs, of which 643 vested on April 1, 2017. The common stock into which such vested RSUs converted on April 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 to and including July 1, 2018, subject to the reporting person's continued service with the Issuer on each respective vesting date.
- (8) On October 5, 2016, the reporting person was granted 3,200 RSUs, of which 266 vested on April 1, 2017. The common stock into which such vested RSUs converted on April 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 to and including October 1, 2019, 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. 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.