

S&W Seed Co
Form 4
January 05, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Jury Dennis Charles

(Last) (First) (Middle)

5 LOCHNESS AVENUE

(Street)

TORRENS PARK, 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)

01/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec VP of Operations and COO

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)
Common Stock	01/01/2016		M ⁽¹⁾	643 A \$ 0	643 ⁽²⁾	D	
Common Stock					88,000	I	By trust ⁽³⁾
Common Stock					138,218 ⁽²⁾	I	By retirement fund ⁽⁴⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 or Value of Derivative Security (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(5)	01/01/2016		M	643	(6)	(6)	Common Stock	643
									\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jury Dennis Charles 5 LOCHNESS AVENUE TORRENS PARK, C3 5062			Exec VP of Operations and COO	

Signatures

Dennis C. Jury 01/05/2016
 __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).
- Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On July 15, 2015, the reporting person was
- (1) granted 8,333 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) Reflects the change of beneficial ownership of 10,001 shares from direct ownership to indirect ownership held in the reporting person's superannuation (retirement) fund.
 - (3) These shares are owned directly by The Jury Bain Family Trust, of which the reporting person is a joint trustee with his spouse and is a beneficiary.
 - (4) These shares are owned directly by Jury Bain Superannuation Fund, a retirement fund of which the reporting person is beneficiary.
 - (5)

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Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on January 4, 2016 (the first trading day of the fiscal quarter) was \$4.17.

- (6) On July 15, 2015, the reporting person was granted 8,333 RSUs, of which 643 vested on January 1, 2016. The common stock into which such vested RSUs converted on January 1, 2016 is reported on Table I of this Form 4. The remaining unvested RSUs will continue to vest in 9 additional quarterly installments of 643 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 653 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.

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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