

S&W Seed Co
Form 4/A
May 02, 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

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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)

04/29/2016

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

05/02/2016

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Exec VP Operations & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	04/29/2016		M		5,834	A \$ 3.95	7,120 ⁽¹⁾	D	
Common Stock							233,338 ⁽¹⁾ ⁽²⁾	I	By retirement fund ⁽³⁾

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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(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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 3.95	04/29/2016		M	5,834	<u>(4)</u>	12/11/2024	Common Stock	5,834

Reporting Owners

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

Signatures

Dennis C. Jury 05/02/2016
 **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).
- Subsequent to April 29, 2016, the reporting person transferred these shares to the Jury Bain Superannuation Fund, a retirement fund of which the reporting person is a beneficiary. Following that transfer, the reporting person holds 0 shares directly, and the 233,338 share
- (1) total held by the Superannuation Fund, as reported on the following line of Table I as indirectly owned, includes these 7,120 shares previously owned directly by the reporting person, as well as the transfer of 88,000 shares previously held indirectly through the reporting person's family trust.
 - (2) Corrects a mathematical error in the original Form 4 filed May 2, 2016.
 - (3) These shares are owned directly by the Jury Bain Superannuation Fund.
 - (4) Options granted on December 11, 2014 vest in 12 quarterly installments over three years, which vesting began on April 1, 2015 and will continue on the first day of each succeeding fiscal quarter (July 1, October 1, January 1 and April 1) through and including January 1, 2018.

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.