

Jury Dennis Charles
 Form 4
 April 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
 04/01/2018

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

EVP Operations & COO

(Street)
 TORRENS PARK SA, C3 5062

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 04/01/2018 | | M ⁽¹⁾ | 643 A \$ 0 | 18,978 | D | |
| Common Stock | 04/01/2018 | | M ⁽¹⁾ | 266 A \$ 0 | 19,244 | D | |
| Common Stock | 04/01/2018 | | M ⁽¹⁾ | 252 A \$ 0 | 19,496 | D | |
| Common Stock | | | | | 225,838 | I | By Retirement Fund ⁽²⁾ |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (3) | 04/01/2018 | | M | 643 | 04/01/2018(4) (4) | Common Stock | 643 |
| Restricted Stock Units | (3) | 04/01/2018 | | M | 266 | 04/01/2018(5) (5) | Common Stock | 266 |
| Restricted Stock Units | (3) | 04/01/2018 | | M | 252 | 04/01/2018(6) (6) | Common Stock | 252 |

Reporting Owners

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

Signatures

/s/ Dennis C.
Jury
04/03/2018
**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).
- (1) Represents the settlement of restricted stock units ("RSUs") that vested on April 1, 2018 through the issuance of shares of common stock.
- (2) These shares are owned directly by the Jury Bain Superannuation Fund, a retirement fund directed by the reporting person and under which he 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 March 29, 2018 (the last trading day before the April 1, 2018 vesting date, which fell on a weekend) was \$3.60.
- (4) On July 15, 2015, the reporting person was granted 8,333 RSUs, of which 643 vested on April 1, 2018. The remaining unvested RSUs will vest on July 1, 2018, subject to the reporting person's continued service with the Issuer on the vesting date.
On October 5, 2016, the reporting person was granted 3,200 RSUs, of which 266 vested on April 1, 2018. The remaining unvested RSUs
- (5) will continue to vest in equal installments on the first day of each quarter through and including October 1, 2019, subject to the reporting person's continued service with the Issuer on each respective vesting date.
On September 18, 2017, the reporting person was granted 3,025 RSUs, of which 252 vested on April 1, 2018. The remaining unvested
- (6) RSUs will continue to vest in equal installments on the first day of each quarter through and including July 1, 2020, 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.