

S&W Seed Co  
Form 4/A  
March 18, 2015

**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 \*  
WICKERSHAM GROVER T

(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)  
03/09/2015

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/11/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 03/09/2015                           |  | M                              | 50,000 A  | \$ 4 222,125 <sup>(1)</sup>   | D  |   |
| Common Stock                    |                                      |  |                                |   | 372,000   | I  | By limited partnership <sup>(2)</sup>                 |
| Common Stock                    |                                      |  |                                |   | 24,397  | I  | By trust <sup>(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   | 51,022  | I  | By corporation <sup>(4)</sup>                         |
|                                 |                                      |  |                                |   | 23,723  | I  |   |

Common  
Stock

By  
corporation  
(5)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock                               | \$ 4   | 03/09/2015                           |  | M                              | 50,000  | <u>(6)</u> 03/09/2015                                    | Common Stock  | 50,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| WICKERSHAM GROVER T<br>430 CAMBRIDGE AVENUE, SUITE 100<br>PALO ALTO, CA 94306 |               | X         |         |       |

## Signatures

Grover T.  
Wickersham 03/18/2015

\*\*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).

This report is filed to correct a previous reporting error. As previously reported, the reporting person directly acquired 50,000 shares upon exercise of stock options exempted pursuant to Rule 16b-3. However, the reporting person incorrectly stated the cumulative number of shares directly owned following that transaction as 222,105 shares, when the correct total should have been 222,125 shares.

(2)

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The reporting person owns 100% of the shares of Glenbrook Capital Management ("GCM"), the corporate general partner of Glenbrook Capital Limited Partnership ("GBLP"). As the general partner, GCM could be deemed to be the beneficial owner of the portfolio securities owned by GBLP, and the reporting person could be deemed to be the beneficial owner of GCM's shares. The reporting person disclaims beneficial ownership of the shares owned by GBLP except to the extent of his pecuniary interest in the limited partnership. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(3) The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person disclaims beneficial ownership of all of the securities owned by the Trust. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of any of the reported shares for purposes of Section 16 or for any other purpose.

(4) See footnote (2). The reporting person disclaims beneficial ownership of the shares GCM beneficially owns except to the extent of his pecuniary interest. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(5) The reporting person owns 75% of the shares of Wickersham Law Group, the corporation that owns the shares. He disclaims beneficial ownership except to the extent of his pecuniary interest in the corporation. The inclusion of these shares in this report on his behalf shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(6) The options vested and became exercisable in 12 quarterly installments over three years, commencing on July 1, 2010 and continuing thereafter on the first day of each succeeding fiscal quarter (October 1, January 1, April 1 and July 1) through and including April 1, 2013.

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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