

Harvey Mark James  
Form 4  
July 03, 2018

**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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Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Harvey Mark James

(Last) (First) (Middle)

PARA WATTA, 60 MILAN  
TERRACE

(Street)

STIRLING SA, C3 5052

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

S&W Seed Co [SANW]

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

07/01/2018

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)

Chairman of the Board

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Common<br>Stock                       | 07/01/2018                              |   | M <sup>(1)</sup>                     | 780 A \$ 0   | 22,829 <sup>(2)</sup>  | D  |   |
| Common<br>Stock                       |   |   |                                      |  | 212,096  | I  | By<br>retirement<br>fund <sup>(3)</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  
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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units                     | (4)  | 07/01/2018                           |  | M                              | 780   | 07/01/2018 <sup>(5)</sup> 07/01/2018 <sup>(5)</sup>      | Common Stock 780  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Harvey Mark James<br>PARA WATTA<br>60 MILAN TERRACE<br>STIRLING SA, C3 5052 | X Chairman of the Board          |

## Signatures

/s/ Mark J.  
Harvey 07/03/2018

\_\_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 July 1, 2018 through the issuance of shares of common stock.
- (2) Takes into account and corrects a mathematical error in the Amount of Securities Beneficially Owned as presented in the Form 4 filed by the reporting person on April 3, 2018.
- (3) These shares are owned directly by The Harvey Superannuation Fund, a retirement fund directed by the reporting person and under which he is a beneficiary.
- (4) Each RSU is the economic equivalent of one share of S&W Seed Company common stock. The closing price of SANW on June 29, 2018 (the last trading day before the July 1, 2018 vesting date, which fell on a weekend) was \$3.25.
- (5) On July 15, 2015, the reporting person was granted 10,000 RSUs, of which the final installment of 780 RSUs vested on July 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.

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