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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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 *
Jury Dennis Charles

(Last) (First) (Middle)

5 LOCHNESS AVENUE

(Street)

TORRENS PARK SA, 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)
04/01/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP 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	04/01/2018		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. De Se (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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.

(5) On October 5, 2016, the reporting person was granted 3,200 RSUs, of which 266 vested on April 1, 2018. The remaining unvested RSUs 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.

(6) On September 18, 2017, the reporting person was granted 3,025 RSUs, of which 252 vested on April 1, 2018. The remaining unvested 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.
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