

S&W Seed Co  
Form 4  
June 17, 2013

**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 \*  
YELLOWJACKET, LP

(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)  
06/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock, \$0.001 par value | 06/17/2013                           |  | S                              |   | 130,000   | D  | \$ 8.47                           |
| Common Stock, \$0.00 par value  |                                      |  |                                |   | 772   | D  | (2)                               |

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 required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| YELLOWJACKET, LP<br>430 CAMBRIDGE AVENUE, SUITE 100<br>PALO ALTO, CA 94306 |               | X         |         |       |
| LISHMAN ROBERT W<br>430 CAMBRIDGE AVENUE, SUITE 100<br>PALO ALTO, CA 94306 |               | X         |         |       |

## Signatures

Yellowjacket, LP by Robert W. Lishman, General Partner  
 \*\*Signature of Reporting Person  
 Date: 06/17/2013

Robert W. Lishman  
 \*\*Signature of Reporting Person  
 Date: 06/17/2013

## 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 jointly filed by Yellowjacket, LP and Robert W. Lishman Jr., the general partner of Yellowjacket, LP. The reported transaction was consummated by Yellowjacket, LP, which directly owns the securities that were sold. In his capacity as the sole general partner of Yellowjacket, LP, Mr. Lishman is deemed to be the beneficial owner of the portfolio securities owned by the limited partnership. Accordingly, Mr. Lishman is jointly reporting this transaction as the indirect beneficial owner of the securities directly owned by Yellowjacket, LP. Mr. Lishman disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. 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 purposes.

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(2) Mr. Lishman directly owns the 722 shares reported as direct holdings. Yellowjacket, LP has no interest in these securities.

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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