

Common Stock, \$0.001 par value	51,022	I	By corporation <u>(4)</u>
Common Stock, \$0.001 par value	23,723	I	By corporation <u>(5)</u>

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 displays a currently valid OMB control number.

SEC 1474
(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)	8. Pr Deriv Secur (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(6)</u>	01/01/2014		M	4,222	<u>(7)</u>	<u>(7)</u>	Common Stock, \$0.001 par value	4,222

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WICKERSHAM GROVER T			X	

Signatures

Grover T. Wickersham
01/02/2014
Date

__Signature of
Reporting Person

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).
 - Represents the conversion upon vesting of restricted stock units ("RSUs") into common stock. On March 16, 2013, the reporting person
 - (1) was granted 80,000 RSUs that were previously reported on Table II of Form 4, and which was filed with the Securities and Exchange Commission on March 19, 2013.
 - (2) The 67,463 shares reported hereon are jointly owned by the reporting person and his spouse as community property.

The reporting person is the trustee of his daughter's trust, The Lindsay Anne Wickersham 1999 Irrevocable Trust. The reporting person
 - (3) 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 purposes.
 - (4) The reporting person owns 100% of the shares of the corporation.

The reporting person owns 75% of the shares of the corporation, and he is an executive officer and director of that corporation. He
 - (5) 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) Each RSU is the economic equivalent of one share of S&W Seed Company common stock.

On March 16, 2013, the reporting person was granted 80,000 RSUs, of which 4,222 vested on January 1, 2014. The common stock into which such vested RSUs converted on January 1, 2014 is reported on Table I of this Form 4. The remaining unvested RSUs will continue
 - (7) to vest in 15 additional quarterly installments of 4,222 RSUs on the first day of each fiscal quarter and a final quarterly installment will vest an aggregate of 4,226 RSUs on October 1, 2017, subject to the reporting person's continued service with the Company through the vesting date. Vested shares will be delivered to the reporting person on the settlement date unless the Company elects to settle the RSUs in cash or a combination of shares and cash, at the Company's discretion.

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.