

LISHMAN ROBERT W

Form 4

December 28, 2012

**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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response... 0.5

(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)

**12/27/2012**

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<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.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or 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>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock,<br>\$0.001 par<br>value | 12/27/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                         | 500,000                                                                                                            | D                                                                    | \$ 0                                                              |
|                                          |                                         |                                                             |                                         |                                                                         | 1,269,605                                                                                                          | <sup>(2)</sup>                                                       | <sup>(3)</sup>                                                    |
| Common<br>Stock,<br>\$0.001 par<br>value | 12/27/2012                              |                                                             | J <sup>(1)</sup>                        |                                                                         | 450                                                                                                                | A                                                                    | \$ 0                                                              |
|                                          |                                         |                                                             |                                         |                                                                         | 772                                                                                                                |                                                                      | <sup>(4)</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  
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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>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

|                                                           |            |
|-----------------------------------------------------------|------------|
| Robert W. Lishman, Jr., General<br>Partner                | 12/28/2012 |
| <u>                    </u> Signature of Reporting Person | Date       |
| Robert W. Lishman, Jr.                                    | 12/28/2012 |
| <u>                    </u> 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) The securities were distributed by the reporting limited partnership in a pro rata distribution to its limited partners for no consideration.
- (2) Corrects a 200 share mathematical error in the Form 4 filed on December 11, 2012.
- (3) This report is jointly filed by Yellowjacket, LP and Robert W. Lishman, Jr., the general partner of Yellowjacket. The reported distribution was consummated by Yellowjacket, which directly owns the securities that were distributed to the limited partners. In his capacity as the sole general partner of Yellowjacket, 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 distribution transaction as the indirect beneficial owner of the securities

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directly owned by Yellowjacket. 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.

- (4) Mr. Lishman directly owns the 772 shares reported herein, including the 450 shares he received as a limited partner in the reported distribution. 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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