

LISHMAN ROBERT W
 Form 4
 December 28, 2012

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

2. Issuer Name and Ticker or Trading Symbol
 S&W Seed Co [SANW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 430 CAMBRIDGE AVENUE,
 SUITE 100

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/27/2012

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

(Street)
 PALO ALTO, CA 94306

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

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 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	12/27/2012		J ⁽¹⁾	500,000 D \$ 0	1,269,605 ⁽²⁾	D ⁽³⁾	
Common Stock, \$0.001 par value	12/27/2012		J ⁽¹⁾	450 A \$ 0	772	D ⁽⁴⁾	

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. 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 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306		X		
LISHMAN ROBERT W 430 CAMBRIDGE AVENUE, SUITE 100 PALO ALTO, CA 94306		X		

Signatures

Robert W. Lishman, Jr., General Partner 12/28/2012

__Signature of Reporting Person Date

Robert W. Lishman, Jr. 12/28/2012

__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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