

CADIZ INC  
Form 4  
July 02, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
**RILEY BRYANT R**

(Last) (First) (Middle)

11100 SANTA MONICA BLVD  
STE 810

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CADIZ INC [CDZI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**06/30/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/30/2013		A	928 A \$ 0	928 (1)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
7% Convertible Senior Note	\$ 8.05					03/05/2013	03/05/2018	Common Stock	35,541
7% Convertible Senior Note	\$ 8.05					03/05/2013	03/05/2018	Common Stock	127,060
7% Convertible Senior Note	\$ 8.05					03/05/2013	03/05/2018	Common Stock	28,589
7% Convertible Senior Note	\$ 8.05					03/05/2013	03/08/2018	Common Stock	31,765

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY BRYANT R 11100 SANTA MONICA BLVD STE 810 LOS ANGELES, CA 90025	X			

## Signatures

Bryant R. Riley                      07/02/2013  
 \*\*Signature of                      Date  
 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).
- (1) Includes 928 shares allocated to the Reporting Person under the Outside Director Compensation Plan for services rendered by the Reporting Person as a director of the Issuer for the 12 month period ended June 30, 2013, which shares will vest on January 31, 2014. Notes held jointly by Bryant and Carleen Riley JTWROS. The Notes reported are convertible at any time into the Company's common stock at a price of \$8.05 per share. Interest accrues at 7%, with no principal or interest payments required before maturity on March 5, 2018. Accrued interest is convertible on the same terms as the principal and will total \$116,002, or 14,410 shares, if not repaid or converted prior to the maturity date. 13,630 of these shares are not included in the reported total.

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(3) Notes held by B. Riley and Co., LLC. Mr. Riley is the sole indirect equity owner. The Notes reported are convertible at any time into the Company's common stock at a price of \$8.05 per share. Interest accrues at 7%, with no principal or interest payments required before maturity on March 5, 2018. Accrued interest is convertible on the same terms as the principal and will total \$421,824, or 52,400 shares, of not repaid or converted prior to the maturity date. 49,564 of these shares are not included in the reported total.

(4) Notes held by B. Riley & Co. Retirement Trust. Mr. Riley is the trustee. The Notes reported are convertible at any time into the Company's common stock at a price of \$8.05 per share. Interest accrues at 7%, with no principal or interest payments required before maturity on March 5, 2018. Accrued interest is convertible on the same terms as the principal and will total \$94,910, or 11,790 shares, if not repaid or converted prior to the maturity date. 11,152 of these shares are not included in the reported total.

(5) Notes held by an Irrevocable Trust that Mr. Riley is the trustee of. Mr. Riley does have sole dispositive power over these shares but disclaims beneficial ownership of them. The Notes reported are convertible at any time into the Company's common stock at a price of \$8.05 per share. Interest accrues at 7%, with no principal or interest payments required before maturity on March 5, 2018. Accrued interest is convertible on the same terms as the principal and will total \$105,456, or 13,100 shares, if not repaid or converted prior to the maturity date. 12,391 of these shares are not included in the reported total.

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.