

CADIZ INC  
Form 8-K  
June 08, 2017

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Securities and Exchange Commission  
Washington, D.C. 20549

Form 8 K

Current Report

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
June 7, 2017

Cadiz Inc.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

0-12114  
(Commission File Number)

77-0313235  
(IRS Employer Identification No.)

550 South Hope Street, Suite 2850, Los Angeles 90071  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (213) 271-1600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On June 7, 2017, Cadiz Inc. (the "Company") held its 2017 Annual Meeting of Stockholders. The number of shares represented and voting in person and by proxy at said meeting was 13,858,312.

(i) The following directors were elected at the meeting:

| NOMINEE             | VOTES FOR | VOTES WITHHELD | BROKER<br>NON-VOTES |
|---------------------|-----------|----------------|---------------------|
| Keith Brackpool     | 9,357,989 | 409,281        | 4,091,042           |
| Stephen E. Courter  | 9,614,542 | 152,728        | 4,091,042           |
| Geoffrey Grant      | 9,633,787 | 133,483        | 4,091,042           |
| Winston Hickox      | 9,640,633 | 126,637        | 4,091,042           |
| Murray H. Hutchison | 9,371,933 | 395,337        | 4,091,042           |
| Richard Nevins      | 9,614,288 | 152,982        | 4,091,042           |
| Raymond J. Pacini   | 9,365,891 | 401,379        | 4,091,042           |
| Timothy J. Shaheen  | 9,410,951 | 356,319        | 4,091,042           |
| Scott S. Slater     | 9,639,243 | 128,027        | 4,091,042           |

(ii) PricewaterhouseCoopers LLP was approved as the Company's independent auditors for the fiscal year 2017 by the following vote:

| VOTES    |            |
|----------|------------|
| FOR:     | 13,804,936 |
| AGAINST: | 52,986     |
| ABSTAIN: | 390        |

(iii) The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, by the following vote<sup>(1)</sup>:

| VOTES             |           |
|-------------------|-----------|
| FOR:              | 9,134,937 |
| AGAINST:          | 590,261   |
| ABSTAIN:          | 42,072    |
| BROKER NON-VOTES: | 4,091,042 |

(iv) The Company's stockholders recommended, on an advisory basis, that the Company conduct future stockholder advisory votes on named executive officer compensation every year, by the following vote:

| 1 YEAR    | 2 YEARS | 3 YEARS | ABSTAIN | BROKER NON-VOTES |
|-----------|---------|---------|---------|------------------|
| 9,480,006 | 142,598 | 94,587  | 50,079  | 4,091,042        |

The Company has considered the stockholder vote regarding the frequency of stockholder advisory votes on named executive officer compensation and determined that it will hold an advisory vote on its executive officer compensation annually.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cadiz Inc.

By: /s/ Timothy J. Shaheen  
Timothy J. Shaheen  
Chief Financial Officer

Dated: June 8, 2017