

CADIZ INC

Form 3

November 14, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Water Asset Management
LLC

(Last) (First) (Middle)

509 MADISON
AVENUE,Â SUITE 804

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/12/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

2,398,060

I

See Footnote ⁽¹⁾

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Convertible Promissory Note	Â (2)	Â (3)	Common Stock, \$0.01 par value	179,273 (4)	\$ 8.05	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Water Asset Management LLC 509 MADISON AVENUE SUITE 804 NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ Marc Robert 11/14/2014

Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

The securities reported herein are directly held by investment funds and/or managed accounts for which the Reporting Person serves as
(1) investment manager. The Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of its pecuniary interest therein.

An investment fund managed by the Reporting Person purchased a Convertible Promissory Note from Cadiz, Inc. (the "Issuer") in the initial principal amount of \$1,276,000. The Convertible Promissory Note was issued pursuant to an Indenture, dated as of March 5, 2013
(2) (the "Indenture"), between the Issuer and The Bank of New York Mellon Trust Company, N.A., as trustee. The Convertible Promissory Note may be exercised, in accordance with its terms and the terms of the Indenture, at any time prior to the close of business on the business day immediately preceding the maturity date.

(3) The maturity date of the Convertible Promissory Note is March 5, 2018.

The number of shares underlying the Convertible Promissory Note was calculated by dividing the current principal amount of the
(4) Convertible Promissory Note (after capitalizing accreted interest in accordance with the terms of the Indenture) by the conversion price of the Convertible Promissory Note. The conversion price of the Convertible Promissory Note is \$8.05, subject to adjustment in accordance with the terms of the Convertible Promissory Note and the Indenture.

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.