

CADIZ INC  
Form SC 13G/A  
February 08, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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**SCHEDULE 13G**

**(Rule 13d-102)**

Under the Securities Exchange Act of 1934

**INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES**

**13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)**

**(Amendment No. 3 )\***

**Cadiz Inc.**

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

127537207

(CUSIP Number)

**12/31/2011**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed.

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

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The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE

1 PERSONS (ENTITIES ONLY)

**FROST GAMMA INVESTMENTS TRUST**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)

2 (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

**FLORIDA**

NUMBER OF ~~SHARES~~ VOTING POWER OF **SHARES** 788,829

6 SHARED VOTING POWER 0

**BENEFICIALLY**

OWNED

BY 7 SOLE DISPOSITIVE POWER EACH 788,829

EACH

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER 0

WITH

AGGREGATE AMOUNT BENEFICIALLY

9 OWNED BY EACH REPORTING PERSON

9

**788,829**

CHECK BOX IF THE AGGREGATE

AMOUNT IN ROW (9) EXCLUDES

10 CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY

AMOUNT IN ROW (9)

**5.56%**

TYPE OF REPORTING PERSON\*

12

**00**

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Item 1(a). Name of Issuer. CADIZ, INC.

Item 1(b). Address of Issuer's Principal Executive Offices.

550 South Hope Street

Suite 2850

Los Angeles, CA 90071

United States

Item 2(a). Name of Person Filing.

Frost Gamma Investments Trust

**Item 2(b). Address of Principal Business Office or, if None, Residence.**

4400 Biscayne Boulevard

Miami, FL 33137

**Item 2(c). Citizenship.**  
Unites States

**Item 2(d). Title of Class of Securities.**  
Common Stock

**Item 2(e). CUSIP Number.**  
127537207

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), identify the status of the person filing.**

Not Applicable

**Item 4. Ownership.**

(a) Amount beneficially owned: 788,829

(b) Percent of class: 5.56%

The percentages used herein and in the rest of Item 4 are calculated based upon the **14,192,874** shares of Common Stock issued and outstanding as of **November 4, 2011** as reflected on the **Form 10-Q** for the quarterly period ended **September 30, 2011** filed by the Company on **November 8, 2011**.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote: 788,829

(ii) Shared power to vote or direct the vote: 0

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(iii) Sole power to dispose or direct the disposition of: 788,829

(iv) Shared power to dispose or direct the disposition of: H Item 4. Ownership.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this Statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

Not Applicable

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**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**February 8, 2012** Frost Gamma Investments Trust

/s/ Phillip Frost, MD  
By: Phillip Frost, MD  
Title: Trustee