

RILEY BRYANT R
Form 3
April 19, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â RILEY BRYANT R | | (Month/Day/Year) | CADIZ INC [CDZI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 04/15/2013 | | |
| 11100 SANTA MONICA BLVD., SUITE 800 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| LOS ANGELES, Â CA Â US | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| 90025 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. 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) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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 Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|------------|------------|--------------|---------|---------|------------------|---------------------------|
| 7% Convertible Senior Notes | 03/05/2013 | 03/05/2018 | Common Stock | 34,434 | \$ 8.05 | D ⁽¹⁾ | Â |
| 7% Convertible Senior Notes | 03/05/2013 | 03/05/2018 | Common Stock | 125,214 | \$ 8.05 | I | Footnote 2 ⁽²⁾ |
| 7% Convertible Senior Notes | 03/05/2013 | 03/05/2018 | Common Stock | 28,173 | \$ 8.05 | I | Footnote 3 ⁽³⁾ |
| 7% Convertible Senior Notes | 03/05/2013 | 03/05/2018 | Common Stock | 31,303 | \$ 8.05 | I | Footnote 4 ⁽⁴⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 800 LOS ANGELES, CA US 90025 | Â X | Â | Â | Â |

Signatures

Bryant R. Riley 04/19/2013

 Signature of
Reporting Person

Date

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).

(1) 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. 14,138 of these shares are not included in the reported total.

(2) 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, if not repaid or converted prior to the maturity date. 51,410 of these shares are not included in the reported total.

(3) Notes held by B. Riley and 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. 11,567 of these shares are not included in the reported total.

(4) 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. 12,853 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.

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