

CADIZ INC
Form 3
July 31, 2014

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 Nokomis Capital, L.L.C. | | (Month/Day/Year) | CADIZ INC [CDZI] | |
| (Last) | (First) | (Middle) | 07/14/2014 | |
| 2305 CEDAR SPRINGS RD., | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| SUITE 420 | | | | |
| (Street) | | (Check all applicable) | | |
| DALLAS,Â TXÂ 75201 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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 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)

| | | | | | | | |
|-------------------|-------|------------|--|------------------|----------|---|------------------|
| Convertible Notes | Â (3) | 03/05/2018 | Common Stock, par value \$0.01 per share | 1,897,382 (1) | \$ 0 (3) | I | See Footnote (2) |
|-------------------|-------|------------|--|------------------|----------|---|------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nokomis Capital, L.L.C. 2305 CEDAR SPRINGS RD., SUITE 420 DALLAS, TX 75201 | Â | Â X | Â | Â |
| Hendrickson Brett 2305 CEDAR SPRINGS RD., SUITE 420 DALLAS, TX 75201 | Â | Â X | Â | Â |

Signatures

/s/ Brett Hendrickson, manager of Nokomis Capital,
L.L.C. 07/24/2014

__Signature of Reporting Person

Date

/s/ Brett Hendrickson 07/24/2014

__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).

- The filing of this Form 3 shall not be construed as an admission that Nokomis Capital, L.L.C. ("Nokomis Capital") or Brett Hendrickson, the manager of Nokomis Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or
- (1) otherwise the beneficial owner of any of the Common Stock, par value \$0.01 per share (the "Common Stock"), of Cadiz Inc. (the "Issuer") purchased by certain private investment funds and managed accounts advised by Nokomis Capital (collectively, the "Nokomis Accounts"). Pursuant to Rule 16a-1, both Nokomis Capital and Mr. Hendrickson disclaim such beneficial ownership.
 - (2) Nokomis Capital holds indirectly 1,897,382 shares of Common Stock (consisting of 1,897,382 shares of Common Stock receivable upon conversion of presently convertible notes of the Issuer) through the Nokomis Accounts, for which Nokomis Capital is the Investment Manager. Brett Hendrickson reports the Common Stock held indirectly by Nokomis Capital because, as the manager of Nokomis Capital at the time of purchase, he controlled the disposition and voting of the securities.
 - (3) The Convertible Notes held by the Nokomis Accounts are convertible into shares of Common Stock at any time at a ratio of 124.223 shares of Common Stock per 1000 of Convertible Notes held until maturity of the Convertible Notes.

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.