

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 *

Â Nokomis Capital, L.L.C.

(Last) (First) (Middle)

2305 CEDAR SPRINGS RD.,
SUITE 420

(Street)

DALLAS,Â TXÂ 75201

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/14/2014

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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

Date Expiration
Exercisable Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title Amount or
Number of
Shares

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)

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)
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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.

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

(2) 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.

The Convertible Notes held by the Nokomis Accounts are convertible into shares of Common Stock at any time at a ratio of 124.223

(3) 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.

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