

RILEY BRYANT R
Form 3
April 19, 2013

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 RILEY BRYANT R

(Last) (First) (Middle)

11100 SANTA MONICA
BLVD., SUITE 800

(Street)

LOS ANGELES, Â CA Â US
90025

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/15/2013

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 ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

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

(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 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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