

CADIZ INC
Form SC 13G/A
November 14, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

SCHEDULE 13G/A

Amendment No. 3

Cadiz Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

127537207

(CUSIP Number of Class of Securities)

November 12, 2014

(Date of Event which Requires Filing of this Statement)

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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)

CUSIP NO. 127537207 Page 2 of 6

NAME OF REPORTING PERSONS

1.

Water Asset Management LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a) x

(b) o

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

New York

SOLE VOTING POWER

5.

1,827,095

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER

SOLE DISPOSITIVE POWER

7.

2,398,060

SHARED DISPOSITIVE POWER

8.

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9.

2,398,060

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10.

(SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

13.79% (See Item 4)

12.

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

OO

ITEM 1(a). Name of Issuer:

Cadiz Inc. (the "Company")

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

550 South Hope Street, Suite 2850

Los Angeles, CA 90071

ITEM 2(a). Names of Person Filing:

Water Asset Management LLC (the "Reporting Person")

ITEM 2(b). Address of Principal Business Office Or, If None, Residence:

509 Madison Avenue, Suite 804

New York, NY 10022

ITEM 2(c). Citizenship:

The Reporting Person is organized under the laws of the State of New York.

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), check whether the person filing is:

Not Applicable

ITEM 4. Ownership:

The Reporting Person serves as investment manager to a number of investment funds and manages investments for certain entities in managed accounts with respect to which it has dispositive authority over the 2,398,060 shares of common stock (the "Shares") reported in this Amendment No. 3 to the Schedule 13G (the "Amendment") and voting power over 1,827,095 of the Shares reported in this Amendment. The Shares reported in this Amendment do not include any shares of common stock issuable upon conversion of a convertible promissory note held by an affiliated investment fund for which the Reporting Person serves as investment manager due to the 9.99% beneficial ownership blocker contained therein. The Reporting Person disclaims beneficial ownership of the Shares except to the extent of its pecuniary interest therein.

The percentages used herein are calculated based on (i) the 16,205,091 shares of the Company's common stock issued and outstanding as of November 4, 2014, as publicly reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 and (ii) the 1,190,000 shares of the Company's common stock issued to an investment fund managed by the Reporting Person on November 12, 2014.

(a) Amount Beneficially Owned: 2,398,060

(b) Percent of class: 13.79%

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

(i) Sole power to vote or to direct the vote: 1,827,095

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

(iii) Sole power to dispose or to direct the disposition: 2,398,060

(iv) Shared power to dispose or to direct the disposition: 0

ITEM 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

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. Certifications.

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

November 14, 2014
WATER ASSET MANAGEMENT
LLC

By: /s/ Marc Robert
Name: Marc Robert
Title: Chief Operating Officer

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)