

CADIZ INC  
Form 8-K  
November 26, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
November 20, 2014

Cadiz Inc.  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

0-12114  
(Commission File Number)

77-0313235  
(IRS Employer Identification No.)

550 South Hope Street, Suite 2850, Los  
Angeles, California  
(Address of principal executive offices)

90071  
(Zip Code)

Registrant's telephone number, including area code: (213) 271-1600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On November 20 and 24, 2014, Cadiz Inc. (the “Company”) entered into definitive Securities Purchase Agreements (the “Purchase Agreements”) with investors (the “Investors”), relating to a registered offering (the “Offering”) of 145,713 shares (the “Shares”) of the Company’s common stock, \$0.01 par value per share (the “Common Stock”), to the Investors. As previously disclosed, the Offering has been made to certain holders of the Company’s convertible debt securities, pursuant to existing participation rights provided for those securities. The Shares are being sold at a price of \$10.1751 per share, yielding estimated proceeds to the Company of \$1,482,644. The offering price per share was determined by reference to the recent volume weighted average closing price of the Company’s common stock. The closing of the Offering is expected to take place on or about November 28, 2014, subject to the satisfaction of customary closing conditions. The offering and issuance of the Shares are being made pursuant to an effective Registration Statement on Form S-3, Registration No. 333-190288.

A copy of the form of Purchase Agreement is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference. The description of the material terms of the Purchase Agreement contained in this Current Report is qualified in its entirety by reference to Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
5.1	Opinion of Cadwalader, Wickersham & Taft LLP (filed with the Company's Form 8-K filed November 14, 2014 (File No. 000-12114)).
10.1	Form of Securities Purchase Agreement, dated as of November 7, 2014, by and between Cadiz Inc. and the purchasers party thereto (filed with the Company's Form 8-K filed November 10, 2014 (File No. 000-12114)).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cadiz Inc.

By: /s/ Timothy J. Shaheen  
Timothy J. Shaheen  
Chief Financial Officer

Dated: November 26, 2014

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EXHIBIT INDEX

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