

CADIZ INC  
Form 8-K  
July 11, 2011

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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):  
July 8, 2011

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 8.01 OTHER EVENTS

On July 8, 2011, Cadiz Inc. (the “Company”) sold 363,636 shares of Common Stock (the “Shares”) to three institutional buyers at the price of \$11.00 per share for total proceeds of \$4,000,000. The proceeds will be used to replace the Company's existing working capital facility and for general corporate purposes. The Shares were registered with the Securities and Exchange Commission pursuant to the Company’s shelf registration statement on Form S-3 (File No. 333-174752), as the same may be amended and/or supplemented.

A copy of the opinion of Theodora Oringher PC relating to the legality of the issuance and sale of the Shares is attached as Exhibit 5.1 hereto.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

The following material is furnished pursuant to Item 9.01 as an exhibit to this Form 8-K.

(d) Exhibits

Exhibit Number	Description
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5.1	Opinion of Theodora Oringher PC
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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: July 11, 2011