

CADIZ INC  
Form SC 13G  
December 08, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**SCHEDULE 13G**

**Information Statement Pursuant to Rules 13D-1 and 13D-2  
Under the Securities Exchange Act of 1934  
(Amendment No. )<sup>1</sup>**

**CADIZ INC.**

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(Name of Issuer)

**COMMON STOCK, \$0.01 PAR VALUE**

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(Title of Class of Securities)

**127537207**

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(CUSIP Number)

**November 30, 2004**

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(Date of Event Which Requires Filing of this Statement)

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)

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The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*.)

<b>1)</b>	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only) <b>RAB SPECIAL SITUATIONS LP</b>
<b>2)</b>	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
<b>3)</b>	SEC Use Only
<b>4)</b>	Citizenship or Place of Organization <b>DELAWARE</b>
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	<b>(5)</b> Sole Voting Power
	<b>(6)</b> Shared Voting Power <b>632,800*</b>
	<b>(7)</b> Sole Dispositive Power
	<b>(8)</b> Shared Dispositive Power <b>632,800*</b>
<b>9)</b>	Aggregate Amount Beneficially Owned by Each Reporting Person <b>632,800*</b>  * RAB Special Situations L.P. owns 510,300 shares of common stock of the issuer and warrants exercisable to acquire an additional 47,500 shares of common stock. RAB Energy Fund Limited owns 62,500 shares of common stock and warrants exercisable to acquire an additional 12,500 shares of common stock.
<b>10)</b>	Check If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/>
<b>11)</b>	Percent of Class Represented by Amount in Row (9) <b>6.09%**</b>  ** The percentages used herein are calculated based upon 10,324,339 shares of Common Stock issued and outstanding as of November 30, 2004, as disclosed by the Company in a press release issued November 30, 2004, plus an additional 60,000 shares of Common Stock in aggregate underlying warrants which are beneficially owned by the reporting persons which are included pursuant to Rule 13d-3(d)(1)(i) of the Act.
<b>12)</b>	Type of Reporting Person (See Instructions) <b>CO</b>

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<b>1)</b>	Names of Reporting Persons I.R.S. Identification Nos. of Above Persons (entities only) <b>RAB ENERGY FUND LIMITED</b>	
<b>2)</b>	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3)</b>	SEC Use Only	
<b>4)</b>	Citizenship or Place of Organization <b>THE CAYMAN ISLANDS</b>	
<b>Number of Shares Beneficially Owned by Each Reporting Person With:</b>	<b>(5)</b>	Sole Voting Power
	<b>(6)</b>	Shared Voting Power <b>632,800*</b>
	<b>(7)</b>	Sole Dispositive Power
	<b>(8)</b>	Shared Dispositive Power <b>632,800*</b>
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<b>12)</b>	Type of Reporting Person (See Instructions) <b>CO</b>	

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**Item  
1 (a)**

**Name of Issuer:**

Cadiz Inc. ("the Company")

**Item  
1 (b)**

**Address of Issuer's Principal Executive Offices:**

100 Wilshire Boulevard, Suite 100, Santa Monica, CA 90401

**Item  
2 (a)**

**Name of Person Filing:**

This statement is being filed by (i) RAB Special Situations LP and (ii) RAB Energy Fund Limited

**Item  
2 (b)**

**Address of Principal Business Office or, if none, Residence:**

RAB Special Situations LP  
RAB Energy Fund Limited  
c/o RAB Capital  
No. 1 Adam Street  
London W2CN 6LE  
United Kingdom

**Item  
2 (c)**

**Citizenship:**

RAB Special Situations LP is a Delaware limited partnership  
RAB Energy Fund Limited is a Cayman Islands limited company

**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 a:**

- (a)  Broker or dealer registered under Section 15 of the Act.
- (b)  Bank as defined in Section 3(a)(6) of the Act.

- (c)  Insurance company as defined in Section 3(a)(19) of the Act.
- (d)  Investment company registered under Section 8 of the Investment Company Act.
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1) (ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company, in accordance with Rule 13d-1(b)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
- If this statement is filed pursuant to Rule 13d-1(c), check this box.**

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities identified in Item 1.

- (a) Amount beneficially owned:

**632,800\***

\* RAB Special Situations L.P. owns 510,300 shares of common stock of the issuer and warrants exercisable to acquire an additional 47,500 shares of common stock. RAB Energy Fund Limited owns 62,500 shares of common stock and warrants exercisable to acquire an additional 12,500 shares of common stock.

- (b) Percent of Class:

**6.09\*\***

\*\* The percentages used herein are calculated based upon 10,324,339 shares of Common Stock issued and outstanding as of November 30, 2004, as disclosed by the Company in a press release issued November 30, 2004, plus an additional 60,000 shares of Common Stock in aggregate underlying warrants which are beneficially owned by the reporting persons which are included pursuant to Rule 13d-3(d)(1)(i) of the Act.

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

- (i) Sole power to vote or to direct the vote:
- (ii) Shared power to vote or direct the vote: See (a) above.
- (iii) Sole power to dispose or to direct the disposition of: See (b) above.
- (iv) Sole power to dispose or to direct the disposition of:

**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. Certification.**

By signing below I certify that, to the best of my 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 with 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, I certify that the information set forth in this statement is true, complete and correct.

**December 6, 2004**

(Date)

**RAB SPECIAL SITUATIONS LP**

By: /s/ William Philip Richards

William Philip Richards, Director

**RAB ENERGY FUND LIMITED**

By: /s/ William Philip Richards

William Philip Richards, Director