

LC CAPITAL PARTNERS LP  
Form 4  
November 20, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
LC CAPITAL MASTER FUND LTD

(Last) (First) (Middle)

C/O LAMPE, CONWAY & CO., LLC, 680 FIFTH AVENUE, 12TH FLOOR

(Street)

NEW YORK, NY 10019-5429

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CADIZ INC [CDZI]

3. Date of Earliest Transaction (Month/Day/Year)  
11/17/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Director by Deputization

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	11/17/2008		P		288,000	A	<u>(1)</u> 600,852
Common Stock, par value \$0.01 per share	11/17/2008		P		0	A	\$ 0 600,852
					144,300	D	<u>(4)</u> <u>(5)</u>

See Footnotes (3) (4)

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Common  
Stock, par  
value  
\$0.01 per  
share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Warrants (right to buy)	\$ 12.5	11/17/2008		P	96,000		02/15/2009	11/17/2009	Common Stock, par value \$0.01 per share	9
Common Stock Warrants (right to buy)	\$ 12.5	11/17/2008		P	0		02/15/2009	11/17/2009	Common Stock, par value \$0.01 per share	9
Common Stock Warrants (right to buy)	\$ 12.5	11/17/2008		P	96,000		02/15/2009	11/17/2011	Common Stock, par value \$0.01 per share	9
Common Stock Warrants (right to buy)	\$ 12.5	11/17/2008		P	0		02/15/2009	11/17/2011	Common Stock, par value \$0.01 per share	9
Convertible Term Loan, Tranche A	\$ 18.15						<sup>(6)</sup>	06/30/2011	Common Stock, par value \$0.01 per	\$ 9,8

Convertible Term Loan, \$ 23.1 Tranche B	(6)	06/30/2011	share Common Stock, par value \$0.01 per share	25,99
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LC CAPITAL MASTER FUND LTD C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization
LC CAPITAL PARTNERS LP C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization
LC Capital Advisors LLC C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization
LAMPE, CONWAY & CO. LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization
LC Capital International LLC C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization
LAMPE STEVEN C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization
CONWAY RICHARD F C/O LAMPE, CONWAY & CO., LLC 680 FIFTH AVENUE, 12TH FLOOR NEW YORK, NY 10019-5429	X	X		Director by Deputization

## Signatures

/s/ Richard F. Conway, Director for LC Capital Master Fund Ltd.

11/20/2008

\*\*Signature of Reporting Person

Date

/s/ Richard F. Conway, Director for LC Capital Partners LP

11/20/2008

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<p><u>          </u>**Signature of Reporting Person</p> <p>/s/ Richard F. Conway, Director for LC Capital Advisors LLC</p>	<p>Date</p> <p>11/20/2008</p>
<p><u>          </u>**Signature of Reporting Person</p> <p>/s/ Richard F. Conway, Director for Lampe, Conway &amp; Co., LLC</p>	<p>Date</p> <p>11/20/2008</p>
<p><u>          </u>**Signature of Reporting Person</p> <p>/s/ Richard F. Conway, Director for LC Capital International LLC</p>	<p>Date</p> <p>11/20/2008</p>
<p><u>          </u>**Signature of Reporting Person</p> <p>/s/ Steven G. Lampe</p>	<p>Date</p> <p>11/20/2008</p>
<p><u>          </u>**Signature of Reporting Person</p> <p>/s/ Richard F. Conway</p>	<p>Date</p> <p>11/20/2008</p>
<p><u>          </u>**Signature of Reporting Person</p>	<p>Date</p>

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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) The reported securities are included within 96,000 Units purchased by LC Capital Master Fund, Ltd. ("Master Fund") for \$31.50 per Unit. Each Unit consists of three shares of common stock and two warrants, each of which entitles the holder to purchase one share of common stock.
  - (2) These securities are owned by Master Fund, which is a Reporting Person.
 

These securities also may be deemed to be beneficially owned by LC Capital Partners, LP ("Partners"), LC Capital Advisors LLC ("Advisors"), LC&C, LC Capital International LLC ("International"), Steven G. Lampe ("Mr. Lampe") and Richard F. Conway ("Mr. Conway") by virtue of the following relationships: (i) Partners' beneficially owns one-third of the outstanding shares of the Master Fund; (ii) Advisors is the sole general partner of Partners; (iii) LC&C acts as investment manager to Partners and the Master Fund pursuant to certain investment management agreements, and as a result of such agreements, LC&C shares voting and dispositive power over the reported securities; (iv) International acts as investment advisor to the Master Fund pursuant to an investment advisory agreement and, as a result, International shares voting and dispositive power over the reported securities; and (v) Mr. Lampe and Mr. Conway act as the sole managing members of each of Advisors, LC&C and International.
  - (4) Each reporting person disclaims beneficial ownership of the securities reported on this Form 4 except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that any such reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
  - (5) These securities are held directly by Mr. Lampe.
 

The Convertible Term Loan, which is comprised of Tranche A and Tranche B, provides Master Fund, as lender thereunder, the right, at the election of Master Fund, at any time from time to time, to convert the accreted principal amount of the Term Loan into Common Stock.

**Remarks:**

Mr. Stephen E. Courter serves as the representative of Lamp, Conway & Co., LLC ("LC&C") and its affiliates on the Cadiz In

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.