

BEDFORD OAK ADVISORS LLC
Form SC 13G/A
December 01, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

CADIZ INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

127537207

(CUSIP Number)

November 29, 2004

(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)

*The remainder of this cover page shall be filled out for a reporting person's
initial filing on this form with respect to the subject class of securities, and
for any subsequent amendment containing information which would alter the
disclosures provided in a prior cover page.

The information required on 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 ("Act") 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).

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CUSIP No. 127537207

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Bedford Oak Advisors, LLC
13-4007124

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER
707,000 (see Item 4)

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
707,000 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

707,000 (see Item 4)

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.84% (see Item 4)

12 TYPE OF REPORTING PERSON*

00

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Harvey P. Eisen

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) []
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED
BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

707,000 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

707,000 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

707,000 (see Item 4)

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.84% (see Item 4)

12 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a) Name of Issuer:

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Cadiz Inc. ("the Company")

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

100 Wilshire Boulevard, Suite 100
Santa Monica, CA 90401

Items 2(a) and 2(b) Name of Person Filing and Business Office:

This statement is filed by: (i) Bedford Oak Advisors, LLC ("BOA") and (ii) Harvey P. Eisen, in his capacity as managing member of BOA. The principal business address of each reporting person is 100 South Bedford Road, Mt. Kisco, New York 10549.

Item 2(c) Citizenship:

BOA is a Delaware limited liability company
Mr. Eisen is a United States citizen.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share ("Common Stock")

Item 2(e) CUSIP Number:

127537207

Item 3 Not Applicable

Item 4 Ownership:

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 17,000 shares of Common Stock underlying warrants which are beneficially owned by one of the reporting persons which are included pursuant to Rule 13d-3(d)(1)(i) of the Act.

As of the close of business on November 30, 2004:

1. Bedford Oak Advisors, LLC
 - (a) Amount beneficially owned: -707,000-
 - (b) Percent of class: 6.84%
 - (c)(i) Sole power to vote or direct the vote: -0-
 - (ii) Shared power to vote or direct the vote: -707,000-
 - (iii) Sole power to dispose or direct the disposition: -0-

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(iv) Shared power to dispose or direct the disposition:
-707,000-

2. Harvey P. Eisen

(a) Amount beneficially owned: -707,000-

(b) Percent of class: 6.84%

(c) (i) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -707,000-

(iii) Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the disposition:
-707,000-

BOA controls 707,000 shares of Common Stock in its capacity as the investment manager of Bedford Oak Capital, L.P., Bedford Oak Offshore, Ltd. and Bedford Oak Partners, L.P., which entities own 293,100, 241,800 and 172,100 shares of Common Stock, respectively. The 172,100 shares of Common Stock held by Bedford Oak Partners, L.P. include 17,000 shares of Common Stock underlying warrants exercisable within 60 days and are included pursuant to Rule 13d-3(d)(1)(i) of the Act. Harvey P. Eisen controls 707,000 shares of Common Stock in his capacity as the managing member of BOA.

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:

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 the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect

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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.

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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.

Dated: December 1, 2004

BEDFORD OAK ADVISORS, LLC

By: /s/ Harvey P. Eisen

Name: Harvey P. Eisen

Title: Chairman and Managing Member

HARVEY P. EISEN

/s/ Harvey P. Eisen
