

BEDFORD OAK PARTNERS LP

Form SC 13G/A

February 15, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 6)***

CADIZ INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

127537207

(CUSIP Number)

December 31, 2007

(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).

CUSIP No. 127537207

Page 2 of 8

1 NAMES OF REPORTING PERSONS
Bedford Oak Partners, L.P. 06-1504646

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
804,546 (see Item 4)

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH: **8** SHARED DISPOSITIVE POWER
804,546 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
804,546 (see Item 4)

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

o

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

6.76% (see Item 4)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

CUSIP No. 127537207

Page 3 of 8

1 NAMES OF REPORTING PERSONS
Bedford Oak Advisors, LLC 13-4007124

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
991,046 (see Item 4)

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH: **8** SHARED DISPOSITIVE POWER
991,046 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
991,046 (see Item 4)

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

o

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

8.33% (see Item 4)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

CUSIP No. 127537207

Page 4 of 8

1 NAMES OF REPORTING PERSONS
Harvey P. Eisen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 0

SHARES BENEFICIALLY OWNED BY **6** SHARED VOTING POWER
991,046 (see Item 4)

EACH REPORTING PERSON **7** SOLE DISPOSITIVE POWER
0

WITH: **8** SHARED DISPOSITIVE POWER
991,046 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
991,046 (see Item 4)

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

o

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

8.33% (see Item 4)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

*SEE INSTRUCTION BEFORE FILLING OUT

Item 1(a)

Name of Issuer:

Cadiz Inc. (the Company)

Item 1(b)

Address of Issuer s Principal Executive Offices:

777 S. Figueroa Street, Suite 4250
Los Angeles, California 90017

Items 2(a) and 2(b)

Name of Person Filing and Business Office:

This statement is filed by: (i) Bedford Oak Partners, LP (BOP), (ii) Bedford Oak Advisors, LLC (BOA) and (iii) 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.

Capital, the Investment Manager and Harvey P. Eisen have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as Exhibit 99.1, pursuant to which they have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

Item 2(c)

Citizenship:

BOP is a Delaware limited partnership.
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 11,903,611 shares of Common Stock issued and outstanding as of November 1, 2007, as disclosed by the Company in its quarterly report filed on Form 10-Q for the period ending September 30, 2007.

Page 5 of 8 Pages

As of the close of business on December 31, 2007:

1. Bedford Oak Partners, LP

- (a) Amount beneficially owned: -804,546-
- (b) Percent of class: 6.76%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -804,546-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -804,546-

2. Bedford Oak Advisors, LLC

- (a) Amount beneficially owned: -991,046-
- (b) Percent of class: 8.33%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -991,046-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -991,046-

3. Harvey P. Eisen

- (a) Amount beneficially owned: -991,046-
- (b) Percent of class: 8.33%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -991,046-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -991,046-

BOA controls 991,046 shares of Common Stock in its capacity as the investment manager of BOP, which owns 804,546 shares of Common Stock. Harvey P. Eisen controls 991,046 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

Page 6 of 8 Pages

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 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.

Page 7 of 8 Pages

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: February 14, 2008

BEDFORD OAK PARTNERS, L.P.

By: Bedford Oak Management, LLC, its
General Partner

By: /s/ Harvey P. Eisen

Name: Harvey P. Eisen

Title: Chairman and Managing Member

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

EXHIBIT INDEX

Exhibit 99.1: Joint Filing Agreement, dated February 14, 2008, by and among Bedford Oak Partners, L.P., Bedford Oak Advisors, LLC and Harvey P. Eisen.