BEDFORD OAK ADVISORS LLC Form SC 13G

September 08, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1) *

CADIZ INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share _____ (Title of Class of Securities)

> 127537207 (CUSIP Number)

December 30, 2003 _____

(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) [X] 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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1 NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

	Bedford (Dak Advisors, LLC	13-4007124		
2	CHECK THE	E APPROPRIATE BOX II	F A MEMBER OF	 A GROUP* (a) []
				(b) [X1
3	SEC USE (
4	CITIZENSHIP OR PLACE OF ORGANIZATION				
NUMBER SHARES BENEFIC OWNED BY EACH REPORTI PERSON WITH	Delaware				
		5 SOLE VOTING POWE	ER		
	of -	0			
		6 SHARED VOTING PO	OWER		
	CIALLY	601,500 (see Ite	em 4)		
	-	7 SOLE DISPOSITIVE	E POWER		
		0			
		8 SHARED DISPOSIT	IVE POWER		
		601,500 (see Item 4)			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	601,500 (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)				
	9.44% (se	ee Item 4)			
12 TYPE OF REPORTING PERSON*					
	00				
		*SEE INSTRUC	CTION BEFORE F	ILLING OUT	
CUSIP No. 127537207			13G	Page 3 of 6 Pages	
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 NUMBER OF 6 SHARED VOTING POWER SHARES BENEFICIALLY 601,500 (see Item 4) BY 7 SOLE DISPOSITIVE POWER EACH REPORTING 0 PERSON _____ WITH 8 SHARED DISPOSITIVE POWER 601,500 (see Item 4) _____ _____ 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 601,500 (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) 9.44% (see Item 4) ______ 12 TYPE OF REPORTING PERSON* *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: 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

The percentages used herein are calculated based upon the shares of Common Stock issued and outstanding as of December 16, 2003 as reported on the Form 8-K of the Company filed with the Securities and Exchange Commission by the Company on December 17, 2003.

As of the close of business on September 3, 2004:

- 1. Bedford Oak Advisors, LLC
- (a) Amount beneficially owned: -601,500-
- (b) Percent of class: 9.44%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -601,500-
- (iii) Sole power to dispose or direct the $\,$

disposition: -0-

(iv) Shared power to dispose or direct the disposition: -601,500-

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- 2. Harvey P. Eisen
- (a) Amount beneficially owned: -601,500-
- (b) Percent of class: 9.44%
- (c)(i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: -601,500-
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: -601,500-

BOA controls 601,500 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 292,500, 241,400 and 67,600 shares of Common Stock, respectively. Harvey P. Eisen controls 601,500 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

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.

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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: September 7, 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
