



Item 1.01 Entry into a Material Definitive Agreement

On May 1, 2018, Cadiz Inc. (the "Company") and Water Asset Management, LLC ("WAM"), the Company's largest equity stockholder, entered into a Cooperation Agreement (the "Cooperation Agreement").

Pursuant to the Cooperation Agreement, the Company has agreed to expand its Board of Directors (the "Board") from nine to eleven members and to add to the Board two new members designated by WAM. The two WAM designees are expected to be named by the end of May and join the Board immediately. All eleven members of the Board will be subject to a vote of the Company's stockholders at the Company's 2018 Annual Meeting of Stockholders, which will be held later this year at a date yet to be determined. The two WAM designees will qualify as independent directors under the applicable independence rules of the Nasdaq Global Market and at least one WAM designee will be assigned to serve on each of the committees of the Board.

The foregoing summary of the Cooperation Agreement does not purport to be complete and is qualified in its entirety by the full terms and conditions of the Cooperation Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

Item 8.01 Other Events

On May 2, 2018, the Company and WAM issued a joint press release announcing the entry into the Cooperation Agreement. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Document Description

10.1 Cooperation Agreement, dated as of May 1, 2018, between Water Asset Management, LLC and Cadiz Inc.

99.1 Joint Press Release dated May 2, 2018 issued by Water Asset Management, LLC and Cadiz Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Cadiz Inc.

By: /s/ Timothy J. Shaheen  
Timothy J. Shaheen  
Chief Financial Officer

Dated: May 3, 2018