

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>KANDERS WARREN B</u>  (Last) (First) (Middle) <u>C/O KANDERS &amp; COMPANY, INC.</u> <u>250 ROYAL PALM WAY, SUITE 201</u>  (Street) <u>PALM BEACH FL 33480</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Cadre Holdings, Inc. [ CDRE ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;"><u>CEO AND CHAIRMAN</u></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/18/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 \$0.0001 per share ("Common Stock")	03/19/2024		S		1,438,127	D	\$35	12,184,918	I	By Kanders SAF, LLC <sup>(1)(5)</sup>
Common Stock								23,992	D	
Common Stock								1,305,650	I	By Warren B. Kanders Roth IRA
Common Stock								23,450	I	By Allison Kanders Roth IRA <sup>(2)(5)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(3)	03/18/2024		A		33,540		(3)	(3)	Common Stock	33,540	\$0	33,540	D	
Stock Option (right to purchase)	\$34.66	03/18/2024		A		105,682		(4)	03/18/2034	Common Stock	105,682	\$0	105,682	D	

**Explanation of Responses:**

- The Reporting Person is the sole manager and member of Kanders SAF, LLC.
- Allison Kanders is the Reporting Person's spouse.
- Comprised of a restricted stock units award granted under the Cadre Holdings, Inc. (the "Issuer") 2021 Stock Incentive Plan (the "Plan") consisting of 33,540 shares of the Issuer's Common Stock. 11,180 shares of the Issuer's Common Stock will vest and become non-forfeitable on each of March 18, 2025, March 18, 2026 and March 13, 2027, respectively.
- The option to purchase shares of the Issuer's Common Stock was granted under the Plan. Options to purchase 35,228 shares of the Issuer's Common Stock will vest and become exercisable on March 18, 2025 and options to purchase 35,227 shares of the Issuer's Common Stock will vest and become exercisable on each of March 18, 2026 and March 18, 2027, respectively.
- The Reporting Person disclaims beneficial ownership of the securities described in this statement, except to the extent of his pecuniary interest in such securities.

/s/ Warren B. Kanders 03/20/2024  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.