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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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.

1. Name and Address of Reporting Person* <u>Williams Brad</u> (Last) (First) (Middle) C/O CADRE HOLDINGS, INC. 13386 INTERNATIONAL PKWY (Street) JACKSONVILLE FL 32218 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) PRESIDENT
	3. Date of Earliest Transaction (Month/Day/Year) 03/18/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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")	03/18/2024		M		87,000	A	(1)	170,153	D	
Common Stock	03/18/2024		F		34,235 ⁽²⁾	D	\$34.66	135,918	D	

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
Phantom Stock	(1)	03/18/2024		M			87,000	(1)	(1)	Common Stock	87,000	\$0	0	D	
Restricted Stock Units	(3)	03/18/2024		A		13,524		(3)	(3)	Common Stock	13,524	\$0	13,524	D	
Stock Option (right to purchase)	\$34.66	03/18/2024		A		42,614		(4)	03/18/2034	Common Stock	42,614	\$0	42,614	D	

Explanation of Responses:

- On March 9, 2022, the Reporting Person was granted a phantom stock award under the Safariland Group Amended and Restated 2021 Phantom Restricted Share Plan consisting of 261,000 shares of phantom stock. Each share of phantom stock is the economic equivalent of one share of Cadre Holdings, Inc. (the "Issuer") Common Stock. 87,000 shares of phantom stock vested and became non-forfeitable on each of March 18, 2022, March 18, 2023 and March 18, 2024, respectively.
- Represents the number of shares of Common Stock withheld by the Issuer to satisfy the tax withholding obligations incurred by Mr. Browers as a result of the vesting on March 18, 2024 of a portion of the phantom stock award.
- Comprised of a restricted stock units award granted under the Issuer's 2021 Stock Incentive Plan (the "Plan") consisting of 13,524 shares of the Issuer's Common Stock. 4,508 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 14,206 shares of the Issuer's Common Stock will vest and become exercisable on March 18, 2025 and options to purchase 14,204 shares of the Issuer's Common Stock will vest and become exercisable on each of March 18, 2026 and March 18, 2027.

/s/ Brad Williams

** Signature of Reporting Person

03/20/2024

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.