

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

CADRE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

3842
(Primary Standard Industrial
Classification Code Number)

38-3873146
(I.R.S. Employer
Identification Number)

**13386 International Pkwy
Jacksonville, FL 32218
(904) 741-5400**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Warren B. Kanders
13386 International Pkwy
Jacksonville, FL 32218
(904) 741-5400**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of Communications to:

**Robert L. Lawrence, Esq.
Kane Kessler P.C.
600 Third Avenue, 35th Floor
New York, New York 10016
(212) 519- 5103**

**Robert E. Buckholz
Ekaterina Roze
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-257849

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Shares to be Registered ⁽¹⁾	Proposed Maximum Aggregate Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price ⁽³⁾	Amount of Registration Fee ⁽²⁾⁽³⁾
common stock, par value \$0.0001 per share	265,384	\$13.00	\$3,449,992.00	\$319.82

- (1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 34,615 shares that the underwriters have the option to purchase, and are in addition to the 6,634,616 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-257849), which included 865,385 shares that the underwriters have the option to purchase.
- (2) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended (the "Securities Act"), based on the proposed maximum aggregate offering price.
- (3) The Registrant previously registered securities having a proposed maximum aggregate offering price of \$92,884,624 on its Registration Statement on Form S-1, as amended (File No. 333-257849), which was declared effective by the Securities and Exchange Commission on November 3, 2021. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum aggregate offering price of \$3,449,992 are hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional shares.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement (the "Registration Statement") is being filed with the Securities and Exchange Commission (the "Commission") with respect to the registration of additional shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Cadre Holdings, Inc. (the "Registrant"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto, the Registration Statement on Form S-1, as amended (File No. 333-257849) (the "Prior Registration Statement"), which the Commission declared effective on November 3, 2021, and is being filed solely for the purpose of increasing the number of shares of Common Stock to be offered in the public offering by 265,384 shares of Common Stock, including 34,615 shares of Common Stock that may be sold pursuant to the underwriters' option to purchase additional shares of Common Stock from the Registrant. The additional shares of Common Stock that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the Calculation of Registration Fee table contained in the Prior Registration Statement.

The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
5.1	Opinion of Kane Kessler, P.C.
23.1	Consent of KPMG LLP.
23.2	Consent of Kane Kessler, P.C. (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page to the Registrant's Prior Registration Statement (File No. 333-257849) originally filed with the Commission on July 12, 2021 and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Jacksonville, Florida, on November 3, 2021.

CADRE HOLDINGS, INC.

By: /s/ Warren B. Kanders
Name: Warren B. Kanders
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Warren B. Kanders</u> Warren B. Kanders	Chief Executive Officer (<i>Principal Executive Officer</i>) and Chairman	November 3, 2021
<u>*</u>	President	November 3, 2021

Brad Williams

*

Blaine Browers

Chief Financial Officer (*Principal Financial Officer and
Principal Accounting Officer*)

November 3, 2021

*

Hamish Norton

Director

November 3, 2021

*

Nicholas Sokolow

Director

November 3, 2021

*

William Quigley

Director

November 3, 2021

*

Nate Ward

Director

November 3, 2021

*

Roger Werner

Director

November 3, 2021

*By: /s/ Warren B. Kanders
Warren B. Kanders
Attorney-in-Fact



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 600 THIRD AVENUE
 NEW YORK, NEW YORK 10016-1901
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 WWW.KANEKESSLER.COM

WRITER'S DIRECT NUMBER

WRITER'S EMAIL

November 3, 2021

Cadre Holdings, Inc.
 13386 International Parkway
 Jacksonville, FL 32218

Ladies and Gentlemen:

We have acted as special counsel to Cadre Holdings, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-1 (the "Registration Statement") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), covering an underwritten public offering of up to 265,384 shares (the "Shares") of its common stock, par value \$0.0001 per share (the "Common Stock"), which will be issued and sold by the Company pursuant to an underwriting agreement to be entered into by and between the underwriters ("Underwriters") and the Company (the "Underwriting Agreement"). The Registration Statement incorporates by reference the registration statement on Form S-1 (File No. 333-257849), which was declared effective on November 3, 2021 (the "Prior Registration Statement"), including the prospectus that is part of the Prior Registration Statement (the "Prospectus").

In our capacity as special counsel to the Company in connection with the matters referred to above, we have examined copies of the following: (i) the Company's Amended and Restated Certificate of Incorporation, as amended to date, (ii) the Company's Amended and Restated Bylaws, as amended to date; (iii) certain records of the Company's corporate proceedings as reflected in its minute books; (iv) the Registration Statement, in the form it was filed with the Commission and the Prior Registration Statement, as amended, in the form it was filed with the Commission, as amended to the date hereof; and (v) the form of the Prospectus included as a part of the Prior Registration Statement delivered to the Underwriters in accordance with the Securities Act with respect to the shares of Common Stock issued pursuant to the Underwriting Agreement. We have also examined such other documents, papers, authorities and statutes as we have deemed necessary to form the basis of the opinions hereinafter set forth.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such documents. As to certain facts material to this opinion, we have relied upon oral or written statements and representations of officers and other representatives of the Company. We have also relied on certificates of public officials, and such other documents and information as we have deemed necessary or appropriate to enable us to render the opinions expressed below. We have not undertaken any independent investigation to determine the accuracy of any such facts.

Cadre Holdings, Inc.
 Re: Registration Statement on Form S-1
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Based upon the foregoing, and subject to the additional assumptions and qualifications set forth below, we advise you that in our opinion, the Shares to be issued and sold by the Company are duly authorized and when the Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable, provided that the consideration therefor is not less than \$0.0001 per Share.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and further consent to the reference to our name under the caption "Legal Matters" in the Prospectus included in the Prior Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

We are qualified to practice law in the State of New York and do not purport to be experts on any law other than the laws of the State of New York, the General Corporation Law of the State of Delaware and the Federal law of the United States. We are not admitted or qualified to practice in the State of Delaware; however, we are generally familiar with the Delaware General Corporation Law as currently in effect and have made such inquiries as we deem necessary to render the opinions contemplated herein. We express no opinion regarding the Securities Act, or any other federal or state securities laws or regulations.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. This opinion letter is limited to the specific legal matters expressly set forth herein and is limited to present statutes, regulations and administrative and judicial interpretations. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or regulations.

Very truly yours,

KANE KESSLER, P.C.

By: /s/ Jeffrey S. Tullman, President

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated May 7, 2021, except for the stock split described in Note 1, which is as of August 2, 2021, incorporated herein by reference with respect to the consolidated financial statements of Cadre Holdings, Inc. appearing in Registration Statement No. 333-257849 on Form S-1 and to the reference to our firm under the heading "Experts" in the prospectus in such Registration Statement.

/s/ KPMG LLP

Jacksonville, Florida
November 3, 2021
