

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>Williams Brad</u> (Last) (First) (Middle) <u>C/O CADRE HOLDINGS, INC.</u> <u>13386 INTERNATIONAL PKWY</u> (Street) <u>JACKSONVILLE FL 32218</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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">PRESIDENT</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/09/2022</u>	
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			

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					
Common Stock, par value \$0.0001 per share ("Common Stock")	(1)	03/09/2022		A		11,762		(1)	(1)	Common Stock	\$0	11,762	D	
Stock Option (right to purchase)	\$23.45	03/09/2022		A		42,770		(2)	03/09/2032	Common Stock	\$0	42,770	D	
Phantom Stock	(3)	03/09/2022		A		261,000		(3)	(3)	Common Stock	\$0	261,000	D	

Explanation of Responses:

- Comprised of a restricted stock award granted under the Issuer's 2021 Stock Incentive Plan (the "Plan") consisting of 11,762 restricted shares of Common Stock. 3,920 restricted shares of Common Stock will vest and become non-forfeitable on March 9, 2023 and 3,921 restricted shares of Common Stock will vest and become non-forfeitable on each of March 9, 2024 and March 9, 2025.
- The option to purchase shares of the Issuer's Common Stock was granted under the Plan. Options to purchase 14,256 shares of the Issuer's Common Stock will vest and become exercisable on March 9, 2023 and options to purchase 14,257 shares of the Issuer's Common Stock will vest and become exercisable on each of March 9, 2024 and March 9, 2025.
- Phantom stock award granted 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 Common Stock. 87,000 shares of phantom stock will vest and become non-forfeitable on each of March 18, 2022, March 18, 2023 and March 18, 2024.

/s/ Brad Williams

03/11/2022

** 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.

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