

PROSPECTUS SUPPLEMENT NO. 5  
(to Prospectus dated January 5, 2022)



Cadre Holdings, Inc.

27,483,350 Shares of Common Stock

This prospectus supplement supplements the prospectus dated January 5, 2022 (as supplemented or amended from time to time, the "Prospectus"), which forms a part of our registration statement on Form S-1 (No. 333-261852). This prospectus supplement is being filed to update and supplement the information in the Prospectus with the information contained in our quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on May 16, 2022 (the "Quarterly Report"). Accordingly, we have attached the Quarterly Report to this prospectus supplement. The Prospectus and this prospectus supplement relate to the offer and sale from time to time by the selling securityholders named in the Prospectus (the "Selling Securityholders"), or their permitted transferees, of up to 27,483,350 shares of our common stock, \$0.0001 par value per share ("Common Stock"). We will not receive any proceeds from the sale of shares of Common Stock by the Selling Securityholders pursuant to the Prospectus and this prospectus supplement.

Our registration of the securities covered by the Prospectus and this prospectus supplement does not mean that the Selling Securityholders will offer or sell any of the shares. The Selling Securityholders may sell the shares of Common Stock covered by the Prospectus and this prospectus supplement in a number of different ways and at varying prices. We provide more information about how the Selling Securityholders may sell the shares in the section entitled "Plan of Distribution."

Our Common Stock is listed on The New York Stock Exchange under the symbol "CDRE". On June 6, 2022, the closing price of our Common Stock was \$27.82.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

See the section entitled "Risk Factors" beginning on page 11 of the Prospectus to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is June 6, 2022.

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**United States**  
**Securities and Exchange Commission**  
Washington, D.C. 20549

**Form 8-K**

**Current Report**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 2, 2022

**CADRE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40698  
(Commission File Number)

38-3873146  
(IRS Employer  
Identification Number)

13386 International Pkwy  
Jacksonville, Florida  
(Address of principal executive offices)

32218  
(Zip Code)

Registrant's telephone number, including area code: (904) 741-5400

N/A  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$.0001	CDRE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

#### Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) Of the 34,782,271 shares of common stock outstanding and entitled to vote at Cadre Holdings, Inc.'s (the "Company") 2022 Annual Meeting of Stockholders (the "Meeting"), 33,206,798 shares of common stock were present in person or by proxy and entitled to vote, representing approximately 95.47% of the Company's shares of common stock entitled to vote at the Meeting.

(b) At the Meeting, the Company's stockholders: (i) approved the election of each of the following five director nominees standing for election: Warren B. Kanders, Nicholas Sokolow, Hamish Norton, William Quigley and Deborah A. DeCotis, and (ii) ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022.

The voting results for each proposal are set forth below:

Proposal 1 – To elect five members to serve on the Company's Board of Directors until the next Annual Meeting of Stockholders and until their successors are duly elected and qualified:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Warren B. Kanders	32,497,504	59,898	649,396
Nicholas Sokolow	31,582,688	974,714	649,396
Hamish Norton	32,495,934	61,468	649,396
William Quigley	31,623,669	933,733	649,396
Deborah A. DeCotis	32,555,373	2,029	649,396

Proposal 2 – To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2022:

<b>Votes For</b>	<b>Votes Against</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
33,206,494	210	94	0

#### Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

#### SIGNATURES

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

Dated: June 6, 2022

**CADRE HOLDINGS, INC.**

By: /s/ Blaine Browers  
 Name: Blaine Browers  
 Title: Chief Financial Officer

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