

---

---

**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 W. Downes  
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.  333-265465

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.

**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. 333-265465) (the "Prior Registration Statement"), which the Commission declared effective on June 9, 2022, 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 575,000 shares of Common Stock, including 75,000 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

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
<a href="#">5.1</a>	<a href="#">Opinion of Kane Kessler, P.C.</a>
<a href="#">23.1</a>	<a href="#">Consent of KPMG LLP.</a>
<a href="#">23.2</a>	<a href="#">Consent of Kane Kessler, P.C. (included in Exhibit 5.1).</a>
<a href="#">24.1</a>	<a href="#">Power of Attorney (included on signature page to the Registrant's Prior Registration Statement (File No. 333-265465) originally filed with the Commission on June 7, 2022 and incorporated herein by reference).</a>
<a href="#">107</a>	<a href="#">Filing Fee Table</a>

---

## 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 June 9, 2022.

### 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Warren B. Kanders</u> Warren B. Kanders	Chief Executive Officer ( <i>Principal Executive Officer</i> ) and Chairman	June 9, 2022
<u>*</u> Brad Williams	President	June 9, 2022
<u>*</u> Blaine Browers	Chief Financial Officer ( <i>Principal Financial Officer and Principal Accounting Officer</i> )	June 9, 2022
<u>*</u> Hamish Norton	Director	June 9, 2022
<u>*</u> Nicholas Sokolow	Director	June 9, 2022
<u>*</u> William Quigley	Director	June 9, 2022
<u>*</u> Deborah A. DeCotis	Director	June 9, 2022

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





KANE KESSLER, P.C.  
 600 THIRD AVENUE  
 NEW YORK, NEW YORK 10016-1901  
 TEL 212.541.6222  
 FAX 212.245.3009  
 WWW.KANEKESSLER.COM

WRITER'S DIRECT NUMBER

WRITER'S EMAIL

June 9, 2022

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

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

Cadre Holdings, Inc., a Delaware corporation (the "Company"), has filed with the Securities and Exchange Commission (the "Commission") 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 575,000 shares (the "Shares") of common stock, par value \$0.0001 per share, of the Company ("Common Stock"), (which includes up to 75,000 Shares that may be offered and sold by the Company upon exercise of an option to purchase additional shares to be granted to the Underwriters (as hereinafter defined), pursuant to an underwriting agreement to be entered into by and among the underwriters ("Underwriters"), the Company and certain stockholders of the Company (the "Underwriting Agreement"). The Registration Statement incorporates by reference the registration statement on Form S-1 (File No. 333- 265465), as amended, which was declared effective on June 9, 2022 (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 Amended and Restated Certificate of Incorporation of the Company, as amended to date and currently in effect (the "Amended and Restated Certificate"); (ii) the Amended and Restated Bylaws of the Company, currently in effect (the "Bylaws"); (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; (v) the form of the Prospectus included as a part of the Prior Registration Statement to be delivered to the Underwriters in accordance with the Securities Act with respect to the shares of Common Stock, including the Shares, to be issued and sold by the Company pursuant to the Underwriting Agreement; and (vi) the Underwriting Agreement, in the form filed with the Commission.

We have also examined such other documents, papers, authorities, and statutes, and have made such inquiries of Company officers and representatives, as we have deemed necessary to form the basis of the opinions hereinafter set forth.

---

We have reviewed and are familiar with such corporate proceedings and satisfied ourselves as to such other matters, as we have considered relevant or necessary as a basis for the opinions expressed in this opinion letter. In such review, we have assumed the accuracy and completeness of all agreements, documents, records, certificates and other materials submitted to us, the conformity with the originals of all such materials submitted to us as copies (whether or not certified and including facsimiles), the authenticity of the originals of such materials and all materials submitted to us as originals, the genuineness of all signatures and the legal capacity of all natural persons. 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, including that the number of shares of Common Stock which the Company is authorized to issue in its Amended and Restated Certificate exceeds (i) the number of shares of Common Stock outstanding, (ii) the number of shares of Common Stock held as treasury shares, (iii) the number of shares of Common Stock the Company has otherwise reserved for issuance for any purpose, and (iv) the number of shares of Common Stock which the Company will issue and sell pursuant to the Underwriting Agreement, including the Shares, and we have assumed for purposes of our opinion herein that such condition will remain true at all future times relevant to this opinion. We have also assumed that the Shares will be issued and delivered against adequate consideration therefor (not less than par value for the offered shares of Common Stock) and that an appropriate prospectus with respect to the Shares of Common Stock included therein to be offered pursuant to the Underwriting Agreement will be prepared, delivered and filed in compliance with the Securities Act. 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.

On the basis of the foregoing and the assumptions set forth below, and subject to the qualifications and limitations set forth herein, we are of the opinion that the Shares are duly authorized and when issued, delivered and paid for as contemplated in the Prior Registration Statement and the Registration Statement, and in accordance with the Underwriting Agreement, the Shares will be validly issued, fully-paid and non-assessable.

The opinions set forth in this opinion letter are limited to the General Corporation Law of the State of Delaware and the law of the State of New York, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement and to the use of our name under the caption "Validity of the Securities" in the Prior Registration Statement and the Prospectus forming a part thereof and any supplement thereto. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

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 General Corporation Law of the State of Delaware 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 letter 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 March 11, 2022, incorporated herein by reference with respect to the consolidated financial statements of Cadre Holdings, Inc. appearing in Registration Statement No. 333-265465 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  
June 9, 2022

---

## Calculation of Filing Fee Tables

FORM S-1  
(Form Type)Cadre Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered and Carry Forward Securities

Newly Registered Securities											
	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(3)	Fee Rate	Amount of Registration Fee(2)(3)			
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share	Rule 457(a)	575,000(1)	\$23.50(2)	\$13,512,500(2)	0.0000927	\$1,252.61(2)			
Fees Previously Paid	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A
Carry Forward Securities											
Carry Forward Securities	N/A	N/A	N/A	N/A		N/A			N/A	N/A	N/A
	<b>Total Offering Amounts</b>					\$13,512,500					
	<b>Total Fees Previously Paid</b>										
	<b>Total Fee Offsets</b>										
	<b>Net Fee Due</b>							\$1,252.61			

- (1) Represents only the number of shares being registered pursuant to this Registration Statement, which includes 75,000 shares that the underwriters have the option to purchase, and are in addition to the 4,025,000 shares that were registered pursuant to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-265465), which included 525,000 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 \$111,935,250 on its Registration Statement on Form S-1, as amended (File No. 333-265465), which was declared effective by the Securities and Exchange Commission on June 9, 2022. In accordance with Rule 462(b) under the Securities Act, an additional number of securities having a proposed maximum aggregate offering price of \$13,512,500 are hereby registered, which includes securities issuable upon the exercise of the underwriters' option to purchase additional shares.