

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>KANDERS WARREN B</u> (Last) (First) (Middle) C/O KANDERS & COMPANY, INC. 250 ROYAL PALM WAY, SUITE 201 (Street) PALM BEACH FL 33480 (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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO AND CHAIRMAN
	3. Date of Earliest Transaction (Month/Day/Year) 03/09/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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")	03/09/2023		M		10,416	A	(1)	10,416	D	
Common Stock	03/09/2023		F		2,537 ⁽²⁾	D	\$21.77	7,879	D	
Common Stock								15,723,905	I	By Kanders SAF, LLC ⁽³⁾⁽⁵⁾
Common Stock								1,305,650	I	By Warren B. Kanders Roth IRA
Common Stock								23,450	I	By Allison Kanders Roth IRA ⁽⁴⁾⁽⁵⁾

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	(1)	03/09/2023		M		10,416		(1)	(1)	Common Stock	\$0	20,834	D	

Explanation of Responses:

- Comprised of a restricted stock award previously granted on March 9, 2022 under the Issuer's 2021 Stock Incentive Plan (the "Restricted Stock Award") consisting of 31,250 restricted shares of Common Stock. 10,416 restricted shares of Common Stock vested and became non-forfeitable on March 9, 2023 and 10,417 restricted shares of Common Stock will vest and become non-forfeitable on each of March 9, 2024 and March 9, 2025.
- Represents the number of shares of Common Stock withheld by the Issuer to satisfy the tax withholding obligations incurred by Mr. Kanders as a result of the vesting on March 9, 2023 of a portion of the Restricted Stock Award.
- The Reporting Person is the sole manager and member of Kanders SAF, LLC.
- Allison Kanders is the Reporting Person's spouse.
- The Reporting Person disclaims beneficial ownership of the securities described in this statement, except to the extent of his pecuniary interest in such securities.

/s/ Warren B. Kanders

03/13/2023

** 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.

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.