

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CADRE HOLDINGS, INC.

(Exact name of registrant as specified in charter)

Delaware

38-3873146

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

**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
Chief Executive Officer
Cadre Holdings, Inc.
13386 International Pkwy
Jacksonville, FL 32218
(904) 741-5400**

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

Copy to:

**Robert L. Lawrence, Esq.
Kane Kessler, P.C.
600 Third Avenue
35th Floor
New York, NY 10016
(212) 541-6222**

Approximate Date of Commencement of Proposed Sale to Public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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, other than the securities offered only in connection with dividend or interest reinvestment plans, 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. No. 333- 271328

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 registration statement pursuant to General Instruction I.D. or a post effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following.

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

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 in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

**EXPLANATORY NOTE AND INCORPORATION OF
CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-3 (this “Registration Statement”) is being filed 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, and General Instruction IV(A) of Form S-3. This Registration Statement relates to the Registrant’s Registration Statement on [Form S-3 \(File No. 333-271328\)](#) (the “Prior Registration Statement”), initially filed on April 19, 2023, as amended and declared effective by the Securities and Exchange Commission on June 1, 2023.

The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate number of shares of Common Stock offered by the selling securityholders in the Prior Registration Statement by 163,127 shares of Common Stock. The shares of Common Stock being registered hereunder are in addition to the 3,000,000 shares of Common Stock of the selling securityholders that were registered in the Prior Registration Statement. The additional shares that are being registered in this Registration Statement are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price of the remaining securities available to be offered by the selling securityholders in the Prior Registration Statement.

The required opinion and consents are filed herewith. Pursuant to Rule 462(b), the contents of the Prior Registration Statement, including the exhibits thereto, are incorporated by reference into this Registration Statement.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules

- (a) Exhibits. All exhibits filed with or incorporated by reference in the Registration Statement on Form S-3 (File No. 333-271328) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith, as part of this Registration Statement:

Exhibit	Description
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 (incorporated by reference from the signature page to the Registration statement on Form S-3, File No. 333-271328)
107	Filing Fees Table

SIGNATURES

Pursuant to the requirements of the Securities Act, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on March 14, 2024.

CADRE HOLDINGS, INC.

By: /s/ Warren B. Kanders

Name: Warren B. Kanders

Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement 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 and Chairman (Principal Executive Officer)	March 14, 2024
<u>*</u> Brad Williams	President	March 14, 2024
<u>/s/ Blaine Browsers</u> Blaine Browsers	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	March 14, 2024
<u>*</u> Hamish Norton	Director	March 14, 2024
<u>*</u> Nicholas Sokolow	Director	March 14, 2024
<u>*</u> William Quigley	Director	March 14, 2024
<u>*</u> Deborah A. DeCotis	Director	March 14, 2024

* By: /s/ Blaine Browsers

Name: Blaine Browsers

Title: 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

March 14, 2024

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

Re: Registration Statement on Form S-3

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-3 (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 by Kanders SAF, LLC, a shareholder of the Company ("Selling Shareholder") of 163,127 shares (the "Secondary Shares") of Common Stock. The Secondary Shares are to be offered and sold pursuant to an underwriting agreement to be entered into by and among the underwriters ("Underwriters"), the Company and the Selling Shareholder (the "Underwriting Agreement"). The Registration Statement incorporates by reference the registration statement on Form S-3 (File No. 333-271328) filed with the Commission on April 19, 2023 ("Initial Registration Statement"), as amended by Amendment No. 1 filed with the Commission on May 16, 2023 ("Amendment No. 1" and collectively with the Initial Registration Statement, the "Prior Registration Statement") which was declared effective on June 1, 2023, 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, the Initial Registration Statement and Amendment No. 1, in the forms they were 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 and incorporated by reference into the Registration Statement with respect to the shares of Common Stock.

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. We have also assumed that an appropriate prospectus with respect to the Secondary Shares 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 Secondary Shares have been duly authorized and validly issued and are 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/ KANE KESSLER, P.C.

Consent of Independent Registered Public Accounting Firm

We consent to the use of our report dated March 12, 2024, with respect to the consolidated financial statements of Cadre Holdings, Inc., incorporated herein by reference.

/s/ KPMG LLP
Jacksonville, Florida
March 14, 2024

Calculation of Filing Fee Table

Form S-3
(Form Type)

CADRE HOLDINGS, INC.

(Exact Name of Registrant as Specified in its Charter)

Table 1 - Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Security	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.0001 per share ("Common Stock")	457(c)	163,127(1)	\$36.78 (2)	\$5,999,811.06(1)(2)	\$147.60 per \$1,000,000	\$885.57
Fees Previously Paid	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Carry Forward Securities	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
		Total Offering Amounts				\$5,999,811.06	\$147.60 per \$1,000,000	\$885.57
		Total Fees Previously Paid						—
		Total Fee Offsets						—
		Net Fee Due						\$885.57

- (1) The shares of Common Stock being registered hereunder for the selling securityholder are in addition to the 3,000,000 shares of Common Stock of the selling securityholder that were registered pursuant to the registrant's Registration Statement on Form S-3, as amended (File No. 333-271328), which was declared effective by the Securities and Exchange Commission on June 1, 2023.
- (2) With respect to this offering, the registration fee has been calculated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices of registrant's common stock as reported on the New York Stock Exchange on March 14, 2024. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum aggregate offering price of \$5,999,811.06 are hereby registered.