

Conifer Holdings, Inc.  
Form S-1MEF  
September 19, 2018

As filed with the Securities and Exchange Commission on September 19, 2018

Registration No. 333-

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

**FORM S-1**  
**Registration Statement**  
*Under*  
*The Securities Act of 1933*

**CONIFER HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Michigan**  
(State or other jurisdiction  
of incorporation or organization)

**6331**  
(Primary Standard Industrial  
Classification Code Number)  
**550 West Merrill Street, Suite 200**

**22 1298795**  
(I.R.S. Employer  
Identification No.)

**Birmingham, Michigan 48009**

**(248) 559-0840**

**(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)**

**Richard J. Fiato**

**Corporate Counsel**

**Conifer Holdings, Inc.**

**550 West Merrill Street, Suite 200**

**Birmingham, Michigan 48009**

**(248) 559-0840**

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

***COPIES TO:***

**Donald J. Kunz**

**Honigman Miller Schwartz and Cohn LLP**

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**660 Woodward Avenue**

**Detroit, Michigan 48226**

**(313) 465-7454**

**Thomas L. Hanley, Esq.**

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**2005 Market Street, Suite 2600**

**Philadelphia, PA 19103-7018**

**(215) 564-8000**

**Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.**

If any 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. (333-226778)

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 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   | (Do not check if a smaller reporting company) | 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 to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

| Title of Each Class of<br>Securities To Be Registered | Proposed<br>Maximum<br>Offering Price(1) | Amount of<br>Registration Fee |
|---|--|-------------------------------|
| [ ]% Senior Unsecured Notes Due 2023                  | \$2,300,000                              | \$286.35                      |

(1) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act, as amended. The Registrant previously registered securities with a proposed maximum aggregate price of

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\$23,000,000 on the Registration Statement on Form S-1, as amended (File No. 333-226778), which was declared effective on September 19, 2018. In accordance with Rule 462(b) under the Securities Act, an additional amount of securities having a proposed maximum offering price of \$2,300,000 are hereby registered, which includes shares subject to the underwriters' overallotment option.

**The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

This registration statement is being filed with respect to the registration of additional securities of Conifer Holdings, Inc., a Michigan corporation (the Company), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registration statement on Form S-1 (333-226778), initially filed by the Company with the Securities and Exchange Commission (the Commission) on August 10, 2018, as amended by Amendment No. 1, as filed with the Commission on September 10, 2018, Amendment No. 2, as filed with the Commission on September 12, 2018, including all exhibits thereto, which was declared effective by the Commission on September 19, 2018, are incorporated herein by reference. This registration statement covers the registration of an additional \$2,300,000 aggregate principal amount of the Company's 6.75% Senior Unsecured Notes due 2023.

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 5.1*                      | <u>Opinion of Honigman Miller Schwartz and Cohn LLP.</u>   |
| 23.1*                     | <u>Consent of Independent Registered Public Accounting Firm.</u>   |
| 23.2*                     | <u>Consent of Honigman Miller Schwartz and Cohn LLP (included in Exhibit 5.1).</u>   |
| 24.1**                    | <u>Power of Attorney (incorporated by reference to Exhibit 24.1 to the Form S-1 Registration Statement (Registration No. 333-226778), filed by Conifer Holdings, Inc. on August 10, 2018).</u> |

- \* Filed herewith.
- \*\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in Birmingham, Michigan on September 19, 2018.

CONIFER HOLDINGS, INC.

By: /s/ James G. Petcoff  
 James G. Petcoff  
 Chairman and Chief Executive Officer  
 (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>         | <b>Title</b>                                 | <b>Date</b>        |
|--------------------------|--|--------------------|
| /s/ James G. Petcoff     | Chairman and Chief Executive Officer         | September 19, 2018 |
| James G. Petcoff         | (Principal Executive Officer)                |                    |
| /s/ Harold J. Meloche    | Chief Financial Officer and Treasurer        | September 19, 2018 |
| Harold J. Meloche        | (Principal Accounting and Financial Officer) |                    |
| *                        | Director                                     | September 19, 2018 |
| Mark McCammon            |  |                    |
| *                        | Director                                     | September 19, 2018 |
| Nicholas J. Petcoff      |  |                    |
| *                        | Director                                     | September 19, 2018 |
| Jorge Morales            |  |                    |
| *                        | Director                                     | September 19, 2018 |
| Richard J. Williams, Jr. |  |                    |
| *                        | Director                                     | September 19, 2018 |
| Joseph D. Sarafa         |  |                    |
| *                        | Director                                     | September 19, 2018 |

Isolde O Hanlon

\*

Director

September 19, 2018

Jeffrey Hakala

\*By: /s/ James G. Petcoff  
James G. Petcoff  
*Attorney-in-fact*