

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

2290 First National Building

660 Woodward Avenue

Detroit, Michigan 48226

(313) 465-7454

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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 Securities To Be Registered	Proposed Maximum Offering Price(1)	Amount of 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

Exhibit Number	Description
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.

Signature	Title	Date
/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