
Section 1: S-1MEF (S-1MEF)

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)

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

**550 West Merrill Street, Suite 200
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

Thomas L. Hanley, Esq.
Stradley Ronon Stevens & Young, LLP
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
Non-accelerated filer (Do not check if a smaller reporting company)

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 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 \$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.

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

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

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

HONIGMAN

Honigman Miller Schwartz and Cohn LLP
Attorneys and Counselors

(313) 465-7000
Fax: (313) 465-8000

September 19, 2018

Conifer Holdings, Inc.
550 West Merrill Street, Suite 200
Birmingham, Michigan 48009

Re: Registration Statement on Form S-1

Ladies and Gentlemen:

We have acted as counsel to Conifer Holdings, Inc., a Michigan corporation (the “*Company*”), in connection with the preparation of the Company’s Registration Statement on Form S-1 (Registration No. 333-226778) filed with the Securities and Exchange Commission (the “*Commission*”) under the Securities Act of 1933, as amended (the “*Securities Act*”) on August 10, 2018, and each amendment thereto, and the Registration Statement on Form S-1 filed by the Company with the Commission on September 19, 2018 pursuant to Rule 462(b) (collectively, the “*Registration Statement*”), and the prospectus included in the Registration Statement. The Registration Statement relates to the proposed issuance and sale by the Company of up to \$25,300,000 aggregate principal amount of senior unsecured notes (the “*Notes*”). We understand that the Notes are to be sold in the manner set forth in an underwriting agreement among the Company and the Underwriters named therein (the “*Underwriting Agreement*”), the form of which has been filed as Exhibit 1.1 to the Registration Statement.

In so acting, we have reviewed and relied upon originals or copies, certified or otherwise identified to our satisfaction, of (i) the Company’s Second Amended and Restated Certificate of Incorporation and the Company’s Amended and Restated Bylaws, (ii) authorizing board resolutions of the Company with respect to the issuance of the Notes, (iii) the form of indenture (the “*Indenture*”), by and between the Company and Wilmington Trust, National Association, as trustee, which has been filed as Exhibit 4.2 to the Registration Statement; (iv) the form of first supplemental indenture (the “*Supplemental Indenture*”) between the Company and Wilmington Trust, National Association, as trustee, which has been filed as Exhibit 4.3 to the Registration Statement, (v) the form of the Underwriting Agreement, (vi) the Registration Statement, (vii) the form of the Notes, which has been filed as Exhibit 4.4 to the Registration Statement, and (viii) the T-1 Statement of Eligibility under the Trust Indenture Act of 1939, as amended, of the trustee, which has been filed as Exhibit 25.1 to the Registration Statement. We have also examined such other certificates, documents and records and have considered such matters of law and of fact, and relied upon such certificates and other information furnished to us as we have deemed appropriate as a basis for our opinion set forth below. As to certain factual matters, we have relied upon a certificate of officers of the Company and have not independently sought to verify such matters.

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Based upon the foregoing, and subject to the qualifications set forth in this opinion letter, it is our opinion that when (i) the Registration Statement has become effective under the Securities Act, (ii) the Indenture and the Supplemental Indenture have been duly qualified under the Trust Indenture Act of 1939, as amended, (iii) the Notes have been sold in the manner set forth in the Underwriting Agreement, and (iv) the Notes have been duly executed, authenticated, issued and delivered by the Company and the Trustee in accordance with the terms of the Indenture and the Supplemental Indenture, the Notes will constitute valid and binding obligations of the Company, except as limited by applicable bankruptcy, fraudulent conveyance, fraudulent transfer, voidable transactions, insolvency, reorganization, moratorium or other laws relating to or affecting the enforcement of creditors' rights, and subject to general principles of equity, including principles of commercial reasonableness, good faith and fair dealing (regardless of whether considered in a proceeding at law or in equity), and to limitations on availability of equitable relief, including specific performance.

The law covered by the opinions expressed in this opinion letter is limited to the laws of the States of Michigan and New York, and the federal laws of the United States of America. We have further assumed that at and prior to the authentication and delivery of the Notes, (i) the Company's authorization of the Underwriting Agreement, and the form thereof, will not have been modified or rescinded, and there will not have occurred any change in law affecting the enforceability of the Underwriting Agreement, (ii) the Company's authorization of the Notes, and the form thereof, will not have been modified or rescinded, and there will not have occurred any change in law affecting the Notes, including their authorization, authentication, execution, delivery, or validity, and (iii) the Indenture and the Supplemental Indenture will be in full force and effect and the form thereof will not have been modified or rescinded, and there will not have occurred any change in law affecting the enforceability of the Indenture and the Supplemental Indenture.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the prospectus included in the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ HONIGMAN MILLER SCHWARTZ AND COHN LLP

DJK/NHB/EJB/REW

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Section 3: EX-23.1 (EX-23.1)

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated March 15, 2018, relating to the consolidated financial statements and financial statement schedules of Conifer Holdings, Inc., appearing in the Annual Report on Form 10-K/A of Conifer Holdings, Inc. for the year ended December 31, 2017, and to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Deloitte & Touche LLP

Detroit, MI
September 19, 2018

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