

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

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the month of December 2023

Commission File Number: 001-41889

CADELER A/S

(Translation of registrant's name into English)

Arne Jacobsens Allé 7, 7th floor
DK-2300 Copenhagen S, Denmark
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): .

INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On December 18, 2023, Cadeler A/S (the "Company") issued a stock exchange announcement announcing the approval by the Danish Financial Supervisory Authority and publication of the EU/EEA Listing Prospectus. A copy of the stock exchange announcement is attached hereto as Exhibit 99.1.

Exhibit List

Exhibit No. Description

99.1 Stock exchange announcement dated December 18, 2023.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CADELER A/S
(Registrant)

Dated: December 18, 2023

By: /s/ Mikkel Gleerup
Mikkel Gleerup
Chief Executive Officer

CADELER A/S ANNOUNCES APPROVAL AND PUBLICATION OF LISTING PROSPECTUS

Copenhagen, December 18, 2023: Reference is made to the stock exchange announcement published earlier today, December 18, 2023 by Cadeler A/S (OSE: CADLR, NYSE: CDLR) (“**Cadeler**”) regarding the final results of the share exchange offer for all of the outstanding shares of common stock of Eneti Inc. (NYSE: NETI) (the **Share Exchange Offer**) and the submission to the Danish Financial Supervisory Authority (the “**Danish FSA**”) of a prospectus prepared pursuant to Regulation (EU) 2017/1129 of 14 June 2017 regarding the new shares of Cadeler to be issued in connection with the settlement of the Share Exchange Offer (the “**EU/EEA Listing Prospectus**”).

Cadeler hereby announces that Cadeler has today received approval for the EU/EEA Listing Prospectus by the Danish FSA. The EU/EEA Listing Prospectus relates to the admission to trading and listing on the Oslo Stock Exchange of the new shares of Cadeler underlying the American depositary shares to be issued in connection with the settlement of the Share Exchange Offer.

The Danish FSA has been requested to issue a certificate of approval for the EU/EEA Listing Prospectus to the Norwegian Financial Supervisory Authority in order to have the EU/EEA Listing Prospectus passported to Norway. Subject to the passporting of the EU/EEA Listing Prospectus, the new shares of Cadeler are expected to be admitted to trading and listing on the Oslo Stock Exchange on or about December 20, 2023.

The EU/EEA Listing Prospectus is available here: <https://www.cadeler.com/en/investor-relations/>

For further information, please contact:

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About Cadeler A/S:

Cadeler A/S is a key supplier within the offshore wind industry for installation services and marine and engineering operations with a strong focus on safety and the environment. Cadeler’s experience as provider of high-quality offshore wind support services, combined with innovative vessel designs, positions the company to deliver premium services to the industry. Cadeler facilitates the global energy transition towards a future built on renewable energy. Cadeler is listed on the Oslo Stock Exchange (OSE: CADLR) and the New York Stock Exchange (NYSE: CDLR).

Visit www.cadeler.com for more information.

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Important Notice

This communication does not constitute a prospectus as defined by Regulation (EU) No. 2017/1129 of 14 June 2017 (the “EU/EEA Prospectus Regulation”) and no public takeover offer is made pursuant to the Directive 2004/25/EC of 21 April 2004 on takeover bids in connection with the exchange offer referred to above. This communication does not contain all the information that should be considered concerning the Share Exchange Offer and is not intended to form the basis of any investment decision or any other decision in respect of the proposed transaction.

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