

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): .

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INFORMATION CONTAINED IN THIS FORM 6-K REPORT

On December 22, 2023, Cadeler A/S (the "Company") issued a stock exchange announcement announcing that it had received a major shareholder notification regarding Scorpio Holdings Limited's direct and indirect holding of shares in the Company. A copy of the stock exchange announcement is attached hereto as Exhibit 99.1.

Exhibit List

**Exhibit No. Description**

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99.1 Stock exchange announcement dated December 22, 2023, regarding major shareholding notification by Scorpio Holdings Limited.

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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 22, 2023

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

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## CADELER A/S: Notification of major holdings

Copenhagen, December 22, 2023: Cadeler A/S (OSE: CADLR, NYSE: CDLR) (“**Cadeler**”) hereby announces that it has received the following major shareholder notification pursuant to Section 38 of the Danish Capital Markets Act and section 55 of the Danish Companies Act, respectively, regarding direct and indirect holdings of shares in Cadeler.

Scorpio Holdings Limited’s shareholding in Cadeler has changed as a consequence of the share exchange of shares of common stock of Eneti Inc. (NYSE: NETI) into American depository shares, each representing four (4) underlying shares of Cadeler, in connection with the share exchange offer.

Following completion and settlement of the share exchange offer, Scorpio Holdings Limited’s total shareholding in Cadeler amounts to 37,649,180 shares with a nominal value of DKK 1 per share, all held in the form of American depository shares, corresponding to 12.09% of the total share capital and voting rights of Cadeler. Hereof, 9.07% of the total share capital and voting rights of Cadeler are held directly by Scorpio Holdings Limited, and the remaining are held indirectly through Scorpio Services Holding Limited, a subsidiary of Scorpio Holdings Limited.

Scorpio Holdings Limited is a limited liability company organised under the laws of the Republic of the Marshall Islands under the registration number 99226 with its registered address at Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Republic of the Marshall Islands, MH 96960. Scorpio Holdings Limited is ultimately controlled by Annalisa Lolli-Ghetti.

Scorpio Services Holding Limited is a limited liability company organised under the laws of the Republic of the Marshall Islands under the registration number 52777 with its registered address at Trust Company Complex, Ajeltake Road, Ajeltake Island, Majuro, Republic of the Marshall Islands, MH 96960.

For further information, please contact:

Point of contact for investors:

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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](http://www.cadeler.com) for more information.

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