SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Cadeler A/S

(Name of Issuer)

Ordinary Shares, nominal value DKK 1.00 per share

(Title of Class of Securities)

12738K109

(CUSIP Number)

Emanuele Lauro
99, Boulevard du Jardin Exotique,
Monaco, O9, 98000
377-9798-5716

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

11/04/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP Number(s):	12738K109

1	**Name of reporting person** Scorpio Services Holding Ltd
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☑ (b)
3	**SEC use only**

4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐
6	**Citizenship or place of organization** MARSHALL ISLANDS

Number of Shares Beneficially Owned by Each Reporting Person With:		
	7	**Sole Voting Power** 0.00
	8	**Shared Voting Power** 0.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 0.00

11	**Aggregate amount beneficially owned by each reporting person** 0.00
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐
13	**Percent of class represented by amount in Row (11)** 0.0 %
14	**Type of Reporting Person (See Instructions)** CO

Comment for Type of Reporting Person: As a result of the Exchange Offer described in Item 1, as of November 4, 2026, the Reporting Person ceased to beneficially own any ordinary shares of Cadeler A/S. The CUSIP number 12738K109 applies to the Issuer's American Depositary Shares, each representing four ordinary shares of the Issuer.

SCHEDULE 13D

CUSIP Number(s):	12738K109

1	**Name of reporting person** Scorpio Holdings Ltd
2	**Check the appropriate box if a member of a Group (See Instructions)** ☐ (a) ☑ (b)
3	**SEC use only**
4	**Source of funds (See Instructions)** WC
5	**Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)** ☐

6	Citizenship or place of organization MARSHALL ISLANDS	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 0.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 0.00
11	Aggregate amount beneficially owned by each reporting person 0.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 0.0 %	
14	Type of Reporting Person (See Instructions) CO	

Comment for Type of Reporting Person: As a result of the Exchange Offer described in Item 1, as of November 4, 2026, the Reporting Person ceased to beneficially own any ordinary shares of Cadeler A/S. The CUSIP number 12738K109 applies to the Issuer's American Depositary Shares, each representing four ordinary shares of the Issuer.

SCHEDULE 13D

CUSIP Number(s):	12738K109

1	Name of reporting person Annalisa Lolli-Ghetti	
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☑ (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization ITALY	
Number of Shares Beneficially Owned by Each Reporting	7	Sole Voting Power 0.00
	8	Shared Voting Power

Person With:		0.00
	9	**Sole Dispositive Power** 0.00
	10	**Shared Dispositive Power** 0.00
11	**Aggregate amount beneficially owned by each reporting person** 0.00	
12	**Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)** ☐	
13	**Percent of class represented by amount in Row (11)** 0.0 %	
14	**Type of Reporting Person (See Instructions)** IN	

Comment for Type of Reporting Person: As a result of the Exchange Offer described in Item 1, as of November 4, 2026, the Reporting Person ceased to beneficially own any ordinary shares of Cadeler A/S. The CUSIP number 12738K109 applies to the Issuer's American Depositary Shares, each representing four ordinary shares of the Issuer.

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:

Ordinary Shares, nominal value DKK 1.00 per share

(b) Name of Issuer:

Cadeler A/S

(c) Address of Issuer's Principal Executive Offices:

Kalvebod Brygge 43, Copenhagen V, DENMARK , DK-1560.

Item 1 Comment: This Amendment No. 1 (this "Amendment No. 1") amends and supplements the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "SEC") on January 17, 2024 (the "Original Schedule 13D" and, as amended by this Amendment No. 1, the "Schedule 13D") by Scorpio Holdings Limited ("Scorpio Holdings"), Scorpio Services Holding Limited ("SSH") and Annalisa Lolli-Ghetti ("Ms. Lolli-Ghetti" and, together with Scorpio Holdings and SSH, the "Reporting Persons") relating to the ordinary shares, nominal value DKK 1.00 per share (the "Shares"), including Shares represented by American Depositary Shares ("ADSs", each representing four Shares), of Cadeler A/S (the "Issuer"). Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Original Schedule 13D. Capitalized terms used but not defined in this Amendment No. 1 have the meanings set forth in the Original Schedule 13D.

Except as otherwise stated in this Amendment No. 1, the Original Schedule 13D remains in full force and effect. This Amendment No. 1 is being filed to reflect the completion of the redomiciliation of the Issuer from Denmark to the United Kingdom (the "Redomiciliation"), which was effected by way of a registered exchange offer (the "Exchange Offer") by Cadeler plc, a company incorporated under the laws of England and Wales ("Cadeler plc"), to exchange for each outstanding Share validly tendered and not validly withdrawn in the Exchange Offer, one (1) ordinary share of Cadeler plc, with a nominal value of $1.00 per share (the "Cadeler plc Shares"). In connection with the Exchange Offer, the Shares beneficially owned by the Reporting Persons were tendered to Cadeler plc and exchanged for Cadeler plc Shares at an exchange ratio of 1:1. Following the Exchange Offer, the Reporting Persons no longer own any Shares, and this Amendment No. 1 serves as an exit filing by the Reporting Persons with respect to the Shares in the Issuer.

Item 5. Interest in Securities of the Issuer

(a) As a result of the Exchange Offer, as of November 4, 2026, the Reporting Persons no longer beneficially own any Shares.

(b) As a result of the Exchange Offer, as of November 4, 2026, the Reporting Persons no longer beneficially own any Shares.

(c) On September 21, 2026, Cadeler plc launched the Exchange Offer in connection with the contemplated Redomiciliation. In connection with the Exchange Offer, Scorpio Holdings and SSH tendered all of their 41,385,792 Shares and 7,971,033 Shares, respectively, in exchange for 41,385,792 and 7,971,033 newly issued Cadeler plc Shares, respectively. The Exchange Offer expired on October 28, 2026. On November 2, 2026, Cadeler plc announced the final results of the Exchange Offer, including whether or not the conditions to the Exchange Offer had been satisfied or, to the extent legally permitted, waived. Under the terms of the Exchange Offer, the tendering of Shares by Scorpio Holdings and SSH, and their corresponding commitment to acquire the Cadeler plc Shares,

became irrevocable upon the final results announcement made by Cadeler plc. As a result of their irrevocable commitment to tender the Shares and acquire the Cadeler plc Shares, the Reporting Persons ceased to beneficially own any Shares as of November 4, 2026. Except as described herein, to the best of the Reporting Persons' knowledge, there have been no transactions in the Shares effected by the Reporting Persons or, to the best of the knowledge of the Reporting Persons, without independent verification, any of the other persons with respect to whom information is given in response to Item 2, during the past 60 days.

(d) As of the date hereof, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the securities beneficially owned by the Reporting Persons.

(e) This Amendment No. 1 is being filed to report that, as of November 4, 2026, the Reporting Persons do not beneficially own more than five percent of the outstanding Shares of the Issuer.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Scorpio Services Holding Ltd

Signature: **/s/ Filippo Lauro**
Name/Title: **Filippo Lauro, Director and Vice President**
Date: **11/12/2026**

Scorpio Holdings Ltd

Signature: **/s/ Filippo Lauro**
Name/Title: **Filippo Lauro, Director and Vice President**
Date: **11/12/2026**

Annalisa Lolli-Ghetti

Signature: **/s/ Annalisa Lolli-Ghetti**
Name/Title: **Annalisa Lolli-Ghetti**
Date: **11/12/2026**