

**Prospectus Supplement No. 5
(to Prospectus dated March 23, 2022)**



**Up to 22,415,400 Shares of Class A Common Stock Issuable Upon Exercise of the Warrants
Up to 101,083,492 Shares of Class A Common Stock offered by the Selling Holders
10,837,400 Resale Warrants**

This prospectus supplement is being filed to update and supplement the information contained in the prospectus dated March 23, 2022 (the "Prospectus") related to:

(A) the offer and sale from time to time by the selling securityholders named in the Prospectus (the "Selling Holders") of up to 101,083,492 shares of Class A common stock, par value \$0.0001 per share ("Class A Common Stock"), consisting of: (i) 3,356,078 shares of Class A Common Stock of CompoSecure, Inc. (the "Company") issued in connection with the Common PIPE Investment (as defined in the Prospectus) (the "PIPE Shares"); (ii) up to 12,999,978 shares of Class A Common Stock (the "Exchangeable Note Shares") issuable upon exchange of CompoSecure Holdings, L.L.C.'s exchangeable senior notes ("Exchangeable Notes"), which consists of 11,304,340 shares at the base conversion price of \$11.50 per share, plus an additional aggregate amount of up to 1,695,638 shares to cover adjustments which are applicable in limited circumstances under the Note PIPE Subscription Agreements (as defined in the Prospectus); (iii) 61,136,800 shares of Class A Common Stock issuable upon exchange (on a one-for-one basis, subject to adjustment) of shares of Class B Common Units issued by CompoSecure Holdings, L.L.C. (the subsidiary of the Company), and cancellation of a corresponding number of shares of Class B Common Stock, par value \$0.0001 per share (the "Class B Common Stock"), held by certain Selling Holders; (iv) up to 6,964,236 shares of Class A Common Stock (the "Earnout Shares") issuable to certain Selling Holders in earn-out consideration based on the achievement by the Company of certain stock price thresholds; (v) 5,789,000 shares of Class A common stock issued to Roman DBDR Tech Sponsor LLC ("Sponsor") upon conversion of 5,789,000 shares of Class B Common Stock originally issued to Sponsor in connection with the initial public offering of Roman DBDR Tech Acquisition Corp. ("Roman DBDR"); (vi) 10,837,400 shares of Class A Common Stock issuable upon exercise of the Resale Warrants (as defined below) prior to the public resale of the Resale Warrants; and (vii) warrants ("Resale Warrants") to purchase up to 10,837,400 shares of Class A Common Stock of the Company originally issued in a private placement in connection with the initial public offering of Roman DBDR. We will not receive any proceeds from the sale of shares of Class A Common Stock or the Resale Warrants by the Selling Holders pursuant to this prospectus; and

(B) the issuance by the Company of up to an aggregate of 22,415,400 shares of Class A Common Stock, which consists of (i) 10,837,400 shares of Class A Common Stock that are issuable upon the exercise of the Resale Warrants following the public resale of the Resale Warrants; and (ii) 11,578,000 shares of Class A Common Stock that are issuable upon the exercise of a like number of outstanding registered warrants (the "Public Warrants" and, together with the Resale Warrants, the "Warrants") originally issued in the initial public offering of Roman DBDR.

This prospectus supplement updates the Prospectus with the information contained in our Current Report on Form 8-K, filed with the Securities and Exchange Commission ("SEC") on September 21, 2022 (the "Form 8-K"). Accordingly, we have attached the Form 8-K to this prospectus supplement.

This prospectus supplement updates and supplements the information in the Prospectus and is not complete without, and may not be delivered or utilized except in combination with, the Prospectus, including any amendments or supplements thereto. This prospectus supplement should be read in conjunction with the Prospectus and if there is any inconsistency between the information in the Prospectus and this prospectus supplement, you should rely on the information in this prospectus supplement.

The Class A Common Stock and the Public Warrants are listed on The Nasdaq Global Market ("Nasdaq"), under the symbols "CMPO" and "CMPOW," respectively. On September 20, 2022, the closing price of a share of Class A Common Stock was \$4.97 and the closing price for our Public Warrants was \$0.845.

We are an "emerging growth company" under federal securities laws and are subject to reduced public company reporting requirements. Investing in our Class A Common Stock or Warrants involves a high degree of risk. See the section entitled "Risk Factors" beginning on page 8 of the Prospectus and in any applicable prospectus supplement to read about factors you should consider before buying our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 21, 2022.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 21, 2022

CompoSecure, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Juris-
diction of Incorporation)

001-39687
(Commission
File Number)

85-2749902
(IRS Employer
Identification No.)

309 Pierce Street
Somerset, New Jersey
(Address of Principal Executive Offices)

08873
(Zip Code)

Registrant's telephone number, including area code: (908) 518-0500

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value	CMPO	Nasdaq Global Market
Redeemable warrants, each whole warrant exercisable for one share of Class A Common Stock	CMPOW	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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 pursuant to Section 13(a) of the Exchange Act.

Item 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 21, 2022, Dr. Donald Basile notified the Board of Directors (the “Board”) of CompoSecure, Inc. (the “Company”) that he had resigned from the Board, effective as of 8:59 A.M. ET on September 21, 2022. Dr. Basile’s notice stated that his decision to resign was not due to any disagreements with the Company on any matter relating to the Company’s operations, policies, or practices.

Dr. Basile served on the Board pursuant to designation rights provided to Roman DBDR Tech Sponsor LLC (“Roman”) under that certain Stockholders Agreement, dated as of December 27, 2021, by and among the Company, Roman and the other individuals and entities party thereto (the “Stockholders Agreement”). In accordance with the terms of the Stockholders Agreement, Roman is entitled to designate another designee to fill the vacancy created by Dr. Basile’s resignation.

Accordingly, on September 21, 2022, Roman designated Paul S. Galant to serve as a director on the Board and on September 21, 2022, the Board elected Mr. Galant to serve on the Board, effective immediately and for a term expiring at the Company’s 2024 annual meeting of stockholders. Mr. Galant currently serves as an Operating Partner of Churchill Capital, and has served as a member of Vivint’s board of directors since October 2015. Prior to that, Mr. Galant served as Chief Executive Officer of Brightstar Corp., a leading mobile services company for managing devices and accessories and subsidiary of SoftBank Group Corp., and he has served as an Operating Partner of SoftBank. Prior to joining Brightstar, Mr. Galant was the Chief Executive Officer of VeriFone Systems, Inc., and was a member of VeriFone’s board of directors, since October 2013. Prior to joining VeriFone, Mr. Galant served as the CEO of Citigroup Inc.’s Enterprise Payments business since 2010. In this role, Mr. Galant oversaw the design, marketing and implementation of global B2C and C2B digital payments solutions. From 2009 to 2010, Mr. Galant served as CEO of Citi Cards, heading Citigroup’s North American and International Credit Card and Merchant Acquiring businesses. From 2007 to 2009, Mr. Galant served as CEO of Citi Transaction Services, a division of Citi’s Institutional Clients Group. From 2002 to 2007, Mr. Galant was the Global Head of the Cash Management business, one of the largest processors of payments globally. Mr. Galant joined Citigroup, a multinational financial services corporation, in 2000. Prior to joining Citigroup, Mr. Galant held positions at Donaldson, Lufkin & Jenrette, Smith Barney, and Credit Suisse. Mr. Galant holds a B.S. in Economics from Cornell University where he graduated a Phillip Merrill Scholar. In connection with his appointment to the Board, the Company and Mr. Galant entered into a customary indemnification agreement in the same form provided to other directors of the Company. Mr. Galant is not currently serving on any committees of the Board but may be appointed to committees in the future.

On September 21, 2022, the Company issued a press release announcing the appointment of Mr. Galant to the Board, a copy of which is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 **Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company, dated September 21, 2022
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

SIGNATURE

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 hereunto duly authorized.

COMPOSECURE, INC.

Date: September 21, 2022

By: /s/Timothy Fitzsimmons
Timothy Fitzsimmons
Chief Financial Officer

PAUL GALANT JOINS COMPOSECURE'S BOARD OF DIRECTORS

Industry Veteran Brings Deep Expertise in Payments, eCommerce, and Security, from Verifone and Other Notable Financial Services Firms

Somerset, NJ – September 21, 2022 – CompoSecure, Inc. (Nasdaq: CMPO), a leader in payment, security, and authentication solutions, today announced the appointment of Paul Galant to its Board of Directors as an independent director.

Mr. Galant is a seasoned executive with extensive experience in financial services, payments, and security technology. He has experience as a public company CEO at Verifone and he currently is an Operating Partner with Michael Klein & Company and Churchill Capital Company, L.L.C. Mr. Galant previously served as Senior Advisor at McKinsey & Company, was CEO of BrightStar Corp and an Operating Partner at Softbank Group Corp., and CEO of Citigroup's publicly reported institutional and Consumer Bank Divisions. Prior to his leadership roles at Citigroup, Mr. Galant also held leadership roles at Donaldson, Lufkin & Jenrette, Smith Barney & Co., Inc., and Credit Suisse First Boston. Mr. Galant also currently serves on the Board of Directors of Vivint Smart Home, Inc. (NYSE: VVNT).

Jon Wilk, President and CEO of CompoSecure, said "We are delighted to welcome Paul to our Board of Directors, and believe his expertise, particularly around payments and commerce, will be helpful as we extend our leadership in the premium metal payment card market, and position the Arculus platform to meet the growing need for digital security, authentication, and cold storage solutions."

Mr. Galant commented, "While CompoSecure is newly public, its leadership has delivered over 20 years of success with a proven, highly profitable business model and an enviable track record of growth and innovation. I am excited to add my experience to advise the company as it drives its next wave of growth."

Mr. Galant's appointment maintains the CompoSecure Board of Directors at seven members, as he will become the Roman DBDR Tech Sponsor LLR designee to the Board and succeed Don Basile who is leaving the Board.

Dr. Basile said "We are excited to bring Paul to the Board and believe it is the right time to add his industry-specific expertise to help navigate the tremendous opportunities in front of CompoSecure."

Pursuant to the Company's charter, the Board of Directors is empowered to appoint directors to fill vacant seats resulting from the resignation of a current director and pursuant to the Company's stockholder agreement, Roman DBDR Tech Sponsor LLC has the right to designate one member of the Board of Directors. Mr. Galant is expected to finish Dr. Basile's term ending in 2024.

About CompoSecure

Founded in 2000, CompoSecure (Nasdaq: CMPO) is a technology partner to market leaders, fintechs and consumers enabling trust for millions of people around the globe. The company combines elegance, simplicity and security to deliver exceptional experiences and peace of mind in the physical and digital world. CompoSecure's innovative payment card technology and metal cards with ArculusTM security and authentication capabilities deliver unique, premium branded experiences, enable people to access and use their financial and digital assets, and ensure trust at the point of a transaction. For more information, please visit www.composecure.com and www.GetArculus.com.

About Roman DBDR Tech Acquisition Corp.

Roman DBDR was a special purpose acquisition company whose business purpose was to effect a merger, capital stock exchange, asset acquisition, stock purchase, reorganization, or similar business combination with one or more businesses or entities, and was intended to focus its search on companies in the technology, media and telecom industries. Roman completed its business combination with CompoSecure in December 2021. Roman was led by its Co-Chief Executive Officers, Dr. Donald G. Basile and Dixon Doll, Jr.

Forward-Looking Statements

This press release contains forward-looking statements as defined by the Private Securities Litigation Reform Act of 1995. These statements are based on various assumptions, whether or not identified in this Press Release, and on the current expectations of the Company's management and are not predictions of actual performance. Although the Company believes that its plans, intentions, and expectations reflected in or suggested by these forward-looking statements are reasonable, the Company cannot assure you that it will achieve or realize these plans, intentions, or expectations. Forward-looking statements are inherently subject to risks, uncertainties, and assumptions. Generally, statements that are not historical facts, including statements concerning the Company's possible or assumed future actions, business strategies, events, or results of operations, are forward-looking statements. In some instances, these statements may be preceded by, followed by, or include the words "believes," "estimates," "expects," "projects," "forecasts," "may," "will," "should," "seeks," "plans," "scheduled," "anticipates" or "intends" or the negatives of these terms or variations of them or similar terminology. Forward-looking statements are not guarantees of performance. You should not put undue reliance on these statements which speak only as of the date hereof. Actual events and circumstances are difficult or impossible to predict and will differ from assumptions. Many actual events and circumstances are beyond the control of the Company. You should understand that the following important factors, among others, could affect the Company's future results and could cause those results or other outcomes to differ materially from those expressed or implied in the Company's forward-looking statements: the ability of the Company to grow and manage growth profitably, maintain relationships with customers, compete within its industry and retain its key employees; the possibility that the Company may be adversely impacted by other economic conditions (including the rapidly evolving conflict between Russian and the Ukraine), business, and/or competitive factors; future exchange and interest rates; and other risks and uncertainties included under "Risk Factors" in the Company's filings that have been made or will be made with the Securities and Exchange Commission from time to time. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those contained in the forward-looking statements. If any of these risks materialize or our assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that CompoSecure does not presently know or that CompoSecure currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. However, while CompoSecure may elect to update these forward-looking statements at some point in the future, the Company undertakes no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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