As filed with the Securities and Exchange Commission on June 24, 2026.

Registration No. 333-

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

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Cardinal Infrastructure Group Inc.

(Exact name of registrant as specified in its charter)

Delaware	1600	39-3180206
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

100 E. Six Forks Road, #300
Raleigh, North Carolina 27609
(919) 324-1964
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Tiffany Gidley
General Counsel
100 E. Six Forks Road, #300
Raleigh, North Carolina 27609
(919) 324-1964
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Edward S. Best **Willkie Farr & Gallagher LLP** **300 North LaSalle Drive** **Chicago, IL 60654** **(312) 728-9000**	**Christopher D. Lueking** **Jonathan E. Sarna** **Latham & Watkins LLP** **330 North Wabash Avenue, Suite 2800** **Chicago, IL 60611** **(312) 876-7700**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the 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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ **333-296958**

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-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 pursuant to Section 7(a)(2)(B) of the Securities Act. ☒

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.

EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

Cardinal Infrastructure Group Inc. is filing this registration statement with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant’s prior registration statement on Form S-1 (File No. 333-296958) (together with its exhibits, the “Prior Registration Statement”), which was declared effective by the Commission on June 24, 2026.

The registrant is filing this registration statement for the sole purpose of registering the sale of an additional 287,500 shares of Class A common stock of the registrant, which includes 37,500 shares of Class A common stock that may be sold as part of the underwriters’ option to purchase additional shares. The additional shares that are being registered for sale are in an amount and at a price that together represent no more than 20% of the maximum aggregate offering price set forth in the filing fee table filed as Exhibit 107 to the Prior Registration Statement. The contents of the Prior Registration Statement, including all amendments and exhibits thereto, are incorporated by reference herein.

The required opinion and consents are listed in Part II, Item 16 of this registration statement and filed herewith.

UNDERTAKING

The Company hereby certifies to the Commission that (i) it has instructed its bank to pay the Commission the filing fee set forth in Exhibit 107 the cover page of this Registration Statement by wire transfer of such amount to the Commission’s account at Truist Bank as soon as practicable (but no later than the close of business on June 25, 2026); (ii) it will not revoke such instruction; (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee; and (iv) it will confirm receipt of such instructions by its bank during the bank’s regular business hours no later than June 25, 2026.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

The following documents are filed as exhibits to this registration statement, and all other exhibits previously filed as exhibits to the Prior Registration Statement are incorporated by reference into, and shall be deemed to be a part of, this filing.

(a) Exhibits.

Exhibit No.	Description
5.1	Opinion of Willkie Farr & Galagher LLP.
23.1	Consent of Grant Thornton LLP
23.2	Consent of Warren Averett, LLC
23.3	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1).
24.1	Powers of Attorney*
107	Filing Fee Table.

* Previously included as Exhibit 24.1 to the Prior Registration Statement, originally filed with the Securities and Exchange Commission on June 22, 2026 and incorporated by reference herein.

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 the City of Raleigh, North Carolina, State of North Carolina, on June 24, 2026.

CARDINAL INFRASTRUCTURE GROUP INC.

By: /s/ Jeremy Spivey
Name: Jeremy Spivey
Title: Chief 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 indicated on June 24, 2026.

/s/ Jeremy Spivey Jeremy Spivey	Chief Executive Officer (Principal Executive Officer); Director
/s/ Mike Rowe Mike Rowe	Chief Financial Officer (Principal Financial and Accounting Officer)
* Richard M. Lee	Director
* Austin J. Shanfelter	Director
* Richard B. Wimmer	Director
* Anthony L. Wood	Director
* Ivy Zelman	Director

By: /s/ Mike Rowe
Mike Rowe
Attorney-in-Fact

Exhibit 5.1

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue
New York, NY 10019-6099
Tel: 212 728 8000
Fax: 212 728 8111

June 24, 2026

Cardinal Infrastructure Group Inc.
100 E. Six Forks Road, #300
Raleigh, North Carolina 27609

Ladies and Gentlemen:

We have represented Cardinal Infrastructure Group Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-1 on the date hereof pursuant to Rule 462(b) (as amended, the "Additional Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") with the Securities and Exchange Commission (the "Commission"). The Additional Registration Statement relates to the registration of the offer and sale by the Company of up to 287,500 shares (the "Shares") of Class A Common Stock, par value $0.0001 per share (the "Class A Common Stock") of the Company, including 37,500 shares which may be offered and sold pursuant to the exercise of the underwriters' option to purchase additional shares of Class A Common Stock. The term "Shares" shall include any additional shares of Class A Common Stock registered by the Company pursuant to Rule 462(b) under the Act in connection with the offering contemplated by the Registration Statement. This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related prospectus (the "Prospectus"), other than as expressly stated herein with respect to the issue of the Shares.

The Additional Registration Statement incorporates by reference the Registration Statement on Form S-1, File No. 333-296958, as amended (the "Original Registration Statement", together with the Additional Registration Statement, the "Registration Statements"), of the Company, filed with the Commission pursuant to the Securities Act.

As counsel to the Company, we have examined (i) the Registration Statements; (ii) the Amended and Restated Certificate of Incorporation (the "Restated Certificate of Incorporation") of the Company dated December 9, 2025; (iii) the Amended and Restated Bylaws of the Company dated December 9, 2025; and (iv) the form of underwriting agreement (the "Underwriting Agreement") filed as Exhibit 1.1 to the Original Registration Statement. We have also examined such other documents and instruments and have made such further investigations as we have deemed necessary or appropriate in connection with this opinion. The Company's board of directors and/or a duly authorized committee thereof has taken and will take, from time to time, corporate action relating to the offering of the Shares ("Corporate Proceedings").

In expressing the opinions set forth below, we have assumed the genuineness of all signatures, the conformity to the originals of all documents reviewed by us as copies, the authenticity and completeness of all original documents reviewed by us in original or copy form and the legal competence of each individual executing any document. As to all parties other than the Company, we have assumed the due authorization, execution and delivery of all documents and the validity and enforceability thereof against all parties thereto in accordance with their respective terms.

We have also assumed that (i) the Original Registration Statements has been declared effective by the Commission and that the Additional Registration Statement became effective upon filing; (ii) all Shares will be issued and sold in compliance with applicable federal and state laws and in the manner stated in the Registration Statements and the Prospectus; (iii) the Underwriting Agreement will have been duly authorized and validly executed and delivered by the parties thereto; (iv) the Shares will be sold and delivered at the price and in accordance with the terms of the Underwriting Agreement and as set forth in the Registration Statements and the Prospectus; (v) the issue price for the Shares will be at a price not less than the par value of such Shares; and (vi) the Corporate Proceedings with respect to the Shares and their offering and issuance will have been completed.

As to matters of fact (but not as to legal conclusions), to the extent we deemed proper, we have relied upon certificates and comparable documents of the responsible officers of the Company and of public officials.

Based upon and subject to the foregoing and other qualifications and limitations set forth herein and having regard for legal considerations which we deem relevant, we are of the opinion that the Shares, when they have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the purchasers and have been issued and delivered against payment therefor as provided in the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

The opinion expressed above is limited to the Delaware General Corporation Law and we express no opinion with respect to the laws of any other country, state or jurisdiction.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the references to our firm in the Additional Registration Statement under the heading "Legal Matters." In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP

Willkie Farr & Gallagher LLP

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated March 23, 2026, with respect to the consolidated financial statements of Cardinal Infrastructure Group Inc. contained in the Registration Statement on Form S-1 (File No. 333-296958), which is incorporated by reference in this Registration Statement on Form S-1MEF. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption “Experts” in the prospectus incorporated by reference in this Registration Statement.

/s/ GRANT THORNTON LLP
Tulsa, Oklahoma
June 24, 2026

Exhibit 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

We have issued our report dated April 9, 2026, with respect to the consolidated financial statements of A.L. Grading Inc. included in the Current Report on Form 8-K/A filed by Cardinal Infrastructure Group Inc. on May 6, 2026, which is incorporated by reference in the Registration Statement to which this consent is an exhibit. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts."

/s/ WARREN AVERETT, LLC
Atlanta, Georgia
June 24, 2026

CALCULATION OF FILING FEE TABLES

S-1

Cardinal Infrastructure Group Inc.

Table 1: Newly Registered and Carry Forward Securities

Line Item Type	Security Type	Security Class Title	Notes	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
				Newly Registered Securities					
Fees to be Paid	Equity	Class A Common Stock, par value $0.0001 per share	(1)	457(a)	287,500	$ 74.55	$21,433,125.00	0.0001381	$ 2,959.92
						Total Offering Amounts:	$21,433,125.00		2,959.92
						Total Fees Previously Paid:			0.00
						Total Fee Offsets:			0.00
						Net Fee Due:			$ 2,959.92

Offering Note(s)

(1) Maximum Aggregate Offering Price is estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(a) under the Securities Act of 1933, as amended, and includes the offering price of any additional shares that the underwriters have the option to purchase.