

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hudson Executive Capital LP</u>  (Last) (First) (Middle) C/O CADWALADER, WICKERSHAM & TAFT LLP 200 LIBERTY STREET  (Street) NEW YORK NY 10281  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CANTALOUPE, INC. [ CTLP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/14/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/14/2021		A		9,606	A	\$0	25,015 <sup>(1)</sup>	D <sup>(2)</sup>	
Common Stock								11,995,765	I	See footnotes <sup>(3)(4)(5)</sup>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Hudson Executive Capital LP</u>  (Last) (First) (Middle) C/O CADWALADER, WICKERSHAM & TAFT LLP 200 LIBERTY STREET  (Street) NEW YORK NY 10281  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>HEC Management GP LLC</u>  (Last) (First) (Middle) C/O CADWALADER, WICKERSHAM & TAFT LLP 200 LIBERTY STREET  (Street) NEW YORK NY 10281  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Braunstein Douglas L</u>

(Last)	(First)	(Middle)
C/O CADWALADER, WICKERSHAM & TAFT LLP		
200 LIBERTY STREET		
(Street)		
NEW YORK	NY	10281
(City)	(State)	(Zip)

**Explanation of Responses:**

1. Represents Restricted Stock Units ("RSUs"), each of which represent a nontransferable right to receive one share of the Issuer's common stock. The RSUs vest and become exercisable on the first anniversary of the date of the grant subject to continued service (as defined in Cantaloupe, Inc.'s 2018 Equity Incentive Plan), with accelerated prorated vesting upon a separation from service in accordance with the applicable award agreement.
2. These securities are directly owned by Douglas L. Braunstein. The other Reporting Persons included in this Form 4 do not have beneficial ownership of such securities.
3. In addition to Hudson Executive, this Form 4 is being filed jointly by HEC Management GP LLC, a Delaware limited liability company ("Management GP"), and Douglas L. Braunstein, a citizen of the United States of America (together with Hudson Executive and Management GP, the "Reporting Persons"), each of whom has the same business address as Hudson Executive and may be deemed to have a pecuniary interest in the securities reported on this Form 4 (the "Subject Securities").
4. Hudson Executive, as the investment adviser to certain affiliated investment funds, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934. Management GP, as the general partner of Hudson Executive, may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Mr. Braunstein's position as Managing Partner of Hudson Executive and Managing Member of Management GP, Mr. Braunstein may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a).
5. Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

HUDSON EXECUTIVE  
CAPITAL LP, By: HEC  
Management GP LLC, its  
general partner, By: /s/ 05/14/2021  
Douglas L. Braunstein, Name:  
Douglas L. Braunstein, Title:  
Managing Member  
HEC MANAGEMENT GP  
LLC, By: /s/ Douglas L.  
Braunstein, Name: Douglas L. 05/14/2021  
Braunstein, Title: Managing  
Member  
DOUGLAS L.  
BRAUNSTEIN, /s/ Douglas 05/14/2021  
L. Braunstein  
 \*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.