

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

OMB APPROVAL	
OMB Number:	3235-0104
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1. Name and Address of Reporting Person* <u>Venkatesan Ravi</u> <hr/> (Last) (First) (Middle) 100 DEERFIELD LANE SUITE 300 <hr/> (Street) MALVERN PA 19355 <hr/> (City) (State) (Zip)			2. Date of Event Requiring Statement (Month/Day/Year) 02/02/2022		3. Issuer Name and Ticker or Trading Symbol <u>CANTALOUPE, INC. [CTLP]</u>	
			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer		5. If Amendment, Date of Original Filed (Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,082 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)						
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Non-Qualified Stock Option (Right to Buy)	(2)	12/04/2027	Common Stock	300,000	9.44	D
Non-Qualified Stock Option (Right to Buy)	(3)	11/08/2028	Common Stock	200,000	11.2	D

Explanation of Responses:

- Includes 10,057 Restricted Stock Units, each of which represent a nontransferable right to receive one share of the Issuer's common stock, that were granted under the Company's long-term stock incentive plans and vests in three equal installments on each of the first three anniversaries of the Date of Grant (August 6, 2021), subject to Reporting Person's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date.
- The stock options are eligible to vest as follows:(i) 50% of the stock options are eligible to vest in three equal annual installments on the first three anniversaries of November 30, 2020 and (ii) 50% of the stock options are eligible to vest in three equal annual installments on the first three anniversaries of November 30, 2020, subject, in each case, to the reporting person's continued employment, and, in the case of (ii), subject to the achievement of applicable performance goals during the respective fiscal year. The Compensation Committee established the performance goals as a price target for the trading price of the Company's common stock in each applicable fiscal year. The price target is achieved if the average closing price of the common stock during any consecutive 30-trading-day period during the applicable fiscal year meets or exceeds (a)\$10.50 in the case of fiscal year 2021 (b) \$13.50 in the case of fiscal year 2022 and (c) \$16.50 in the case of fiscal year 2023.
- The options shall vest in three equal installments on each of the first three anniversaries of the Date of Grant (November 8, 2021), subject to Mr. Venkatesen's continued service (as defined in Cantaloupe, Inc's 2018 Equity Incentive Plan) through each such vesting date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Davina Furnish, Attorney in Fact 02/11/2022
 ** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Davina Furnish and Ankit Varia, and with full power of substitution (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Cantaloupe, Inc (the "Company") (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to the undersigned. The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever required to carry out the foregoing. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the Company. IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of February, 2022.

/s/ Ravi Venkatesan
Signature

Ravi Venkatesan
Print Name